SOUND ADVICE INC
Form PREM14A
June 14, 2001
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SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant [ ]

Check the appropriate box:

[X]	Preliminary Proxy Statement	[ ]	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[ ] Definitive Proxy Statement
[ ] Definitive Additional Materials
[ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12.

SOUND ADVICE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[ ] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[ ] Fee paid previously with preliminary materials.

[X] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: $24,448.77

(2) Form, Schedule or Registration Statement No.: Registration Statement on Form S-4

(3) Filing Party: Tweeter Home Entertainment Group, Inc.

(4) Date Filed: June 13, 2001

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Tweeter Home Entertainment Group, Inc.

10 Pequot Way
Canton, MA 02021

Dear Tweeter Stockholder:

You are cordially invited to attend a special meeting of stockholders of Tweeter Home Entertainment Group, Inc. on , 2001. The meeting will begin promptly at a.m. at the offices of Goulston & Storrs, P.C., 400 Atlantic Avenue, Boston, Massachusetts.

At the special meeting, you will be asked to vote on the issuance of shares of Tweeter common stock to the stockholders of Sound Advice, Inc. pursuant to a merger of a newly formed subsidiary of Tweeter with and into Sound Advice. In connection with the merger, Tweeter will issue shares of Tweeter common stock and options in exchange for all of the outstanding capital stock and options of Sound Advice. Following the merger, Sound Advice will be a wholly owned subsidiary of Tweeter.

The Board of Directors of Tweeter has unanimously approved the merger agreement and the merger and recommends that you vote to approve the issuance of shares of Tweeter common stock in the merger.

Enclosed with this letter is a notice of special meeting and joint proxy statement/prospectus relating to the merger. The document contains important information about Tweeter, Sound Advice and the merger. Please read it carefully.

In particular, you should carefully consider the discussion in the section entitled Risk Factors beginning on page 17 of the Joint Proxy Statement/ Prospectus.

We cannot complete the merger unless the holders of a majority of the shares of Tweeter common stock present or represented by proxy at the special meeting approve the issuance of shares of Tweeter common stock in the merger.

At the meeting, in addition to voting on the approval of the issuance of shares of Tweeter common stock in the merger, you will also be asked to vote:

1. to elect Peter Beshouri, the current President and Chief Executive Officer of Sound Advice, to the Tweeter Board of Directors, effective upon the closing of the merger;

2. to approve Tweeter s 1998 Stock Option and Incentive Plan, in order to maintain the plan s eligibility for exemption from the limits on deductibility of compensation set forth in Section 162(m) of the Internal Revenue Code of 1986;

3. to approve an amendment to Tweeter s 1998 Stock Option and Incentive Plan increasing the number of shares available for issuance under the plan; and

4. to approve an amendment to the eligibility requirements of Tweeter s Employee Stock Purchase Plan to insure the plan s compliance with Section 423 of the Internal Revenue Code of 1986.

The vote of every stockholder is important. Whether or not you expect to attend the meeting in person, we urge you to submit your proxy as soon as possible. You may submit your proxy (1) over the Internet, (2) by telephone, or (3) by signing, dating, and returning the enclosed proxy card and mailing it in the postage-prepaid envelope provided. More information regarding these procedures is set forth in the enclosed Notice of Special Meeting of Stockholders. The board of directors and management look forward to greeting those stockholders who are able to attend.

Sincerely,

JEFFREY STONE
President and Chief Executive Officer

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Tweeter Home Entertainment Group, Inc.

10 Pequot Way
Canton, MA 02021
, 2001

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

A special meeting of stockholders of Tweeter Home Entertainment Group, Inc. will be held at the offices of Goulston & Storrs, P.C., 400 Atlantic Avenue, Boston, Massachusetts, on , 2001, at a.m., for Tweeter stockholders to consider and vote upon a proposal to approve the issuance of shares of Tweeter common stock pursuant to an Agreement and Plan of Merger among Tweeter, TWT Acquisition Corp., a wholly owned subsidiary of Tweeter, and Sound Advice, Inc., pursuant to which TWT Acquisition Corp. will merge with and into Sound Advice and Sound Advice will become a wholly owned subsidiary of Tweeter.

At the effective time of the merger, each outstanding share of Sound Advice common stock, other than shares held by Tweeter, will be converted into shares of Tweeter common stock based on an exchange ratio. If the average daily closing price of Tweeter common stock as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is between $21 and $30 per share, then the exchange ratio will be one for one. If such average daily closing price is $30 or more per share, then the exchange ratio will equal a fraction, the numerator of which will be 30 and the denominator of which will be such average daily closing price. If such average daily closing price is below $21 per share, then the exchange ratio will equal a fraction, the numerator of which will be 21 and the denominator of which will be such average daily closing price. In the event such average daily closing price is below $18 per share, either party may terminate the merger agreement.

Stockholders will also be asked to consider and vote upon the following matters:

1. to elect Peter Beshouri to the board of directors of Tweeter, effective upon the closing of the merger, with an initial term expiring at Tweeter s annual stockholders meeting to be held in 2004;

2. to approve Tweeter s 1998 Stock Option and Incentive Plan, in order to maintain the plan s eligibility for exemption from the limits on deductibility of compensation set forth in Section 162(m) of the Internal Revenue Code of 1986;

3. to approve an amendment to Tweeter s 1998 Stock Option and Incentive Plan increasing the number of shares available for issuance under the plan;

4. to approve an amendment to the eligibility requirements of Tweeter s Employee Stock Purchase Plan to insure the plan s compliance with Section 423 of the Internal Revenue Code of 1986; and

5. to transact any other business that may properly come before the special meeting.

The board of directors of Tweeter has unanimously approved the merger agreement and the merger, including the issuance of the Tweeter common stock in the merger, and recommends that you vote to approve the issuance of shares of Tweeter common stock in the merger.

The merger is more fully described in the accompanying joint proxy statement/prospectus, which we encourage you to read.

The board of directors also recommends that you vote for approval of the other matters on the agenda for stockholder approval at the special meeting.

The board of directors has set the close of business on the day of , 2001, as the record date for the purpose of determining the stockholders entitled to notice of, and to vote at, the special meeting or any adjournment thereof, and only stockholders of record on that date will be entitled to notice of and to vote at the meeting.

Some directors and executive officers of Tweeter have agreed with Sound Advice that they will vote their shares of Tweeter common stock in favor of the issuance of Tweeter shares in the merger.

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Whether or not you plan to attend the meeting, please fill in, date, sign and return the enclosed proxy promptly in the return envelope provided. Alternatively, if you have shares registered directly with Tweeter s transfer agent, EquiServe, you may choose to vote those shares via the Internet at EquiServe s voting Web site (http://www.eproxyvote/twtr.com), or you may vote telephonically, within the U.S. and Canada only, by calling EquiServe at 1-877-779-8683 (toll free).

If you hold Tweeter shares with a broker or bank, you may also be eligible to vote via the Internet or to vote telephonically if your broker or bank participates in the proxy voting program provided by ADP Investor Communication Services. If your Tweeter shares are held in an account with a broker or bank participating in the ADP Investor Communication Services program, you may be able to vote those shares via the Internet at ADP Investor Communication Services voting Web site (www.proxyvote.com) or telephonically by calling the telephone number shown on your voting form. You are cordially invited to attend the meeting.

This joint proxy statement/prospectus is dated , 2001. It is first being mailed to Tweeter stockholders and Sound Advice stockholders on or about , 2001.

By Order of the Board of Directors,

JOSEPH MCGUIRE
Chief Financial Officer

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SOUND ADVICE, INC.

1901 Tigertail Boulevard
Dania Beach, Florida 33004

Dear Sound Advice Stockholder:

You are cordially invited to attend a special meeting of stockholders of Sound Advice, Inc. to be held at a.m., on , 2001, at the Hollywood Sound Advice store at 4150 North 28 Terrace, Hollywood, Florida 33021.

At this meeting, you will be asked to approve the merger agreement by and among Tweeter Home Entertainment Group, Inc., TWT Acquisition Corp., a wholly owned subsidiary of Tweeter, and Sound Advice, and to approve the merger of TWT Acquisition Corp. with and into Sound Advice under which Sound Advice will become a wholly owned subsidiary of Tweeter.

At the effective time of the merger, each outstanding share of Sound Advice common stock, other than shares held by Tweeter, will be converted into shares of Tweeter common stock based on an exchange ratio. If the average daily closing price of Tweeter common stock as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is between $21 and $30 per share, then the exchange ratio will be one for one. If the average daily closing price is $30 or more per share, then the exchange ratio will equal a fraction, the numerator of which will be 30 and the denominator of which will be the average daily closing price. If the average daily closing price is below $21 per share, then the exchange ratio will equal a fraction, the numerator of which will be 21 and the denominator of which will be the average daily closing price. In the event the average daily closing price is below $18 per share, either party may terminate the merger agreement.

You should carefully review the considerations associated with the merger set forth under Risk Factors in the accompanying joint proxy statement/ prospectus.

Sound Advice s board of directors has unanimously approved the merger agreement and the merger, has determined that the merger agreement and the merger are fair to and in the best interests of Sound Advice and its stockholders, and recommends that you vote to approve the merger agreement and the merger at the special meeting.

The merger agreement is attached to the accompanying joint proxy statement/prospectus, which contains details regarding each of the matters to be voted upon at the special meeting. We encourage you to read the merger agreement and the joint proxy statement/prospectus carefully.

For the merger to be effected, the holders of a majority of Sound Advice common stock outstanding and entitled to vote must adopt and approve the merger agreement and the merger. Under a stockholder proxy, some directors and executive officers of Sound Advice have granted Tweeter designees an irrevocable proxy to vote all of their shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction.

Whether or not you plan to attend the meeting, please complete, sign and date the accompanying proxy card and return it in the enclosed postage prepaid envelope. It is important that your shares be voted whether or not you attend the meeting in person. If you attend the meeting, you may vote in person even if you have previously returned your proxy card. Your prompt cooperation will be greatly appreciated.

Very truly yours,

Peter Beshouri
President and Chief Executive Officer

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SOUND ADVICE, INC.

1901 Tigertail Boulevard
Dania Beach, Florida 33004

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

, 2001

To Sound Advice Stockholders:

A special meeting of stockholders of Sound Advice, Inc. will be held on , , 2001, at a.m., local time, at the Hollywood Sound Advice store at 4150 North 28 Terrace, Hollywood, Florida 33021, for the following purposes:

1. To consider and vote upon approval of the Agreement and Plan of Merger among Tweeter Home Entertainment Group, Inc., TWT Acquisition Corp., a wholly owned subsidiary of Tweeter, and Sound Advice, and the merger contemplated by the agreement. Under the merger agreement, Tweeter will issue shares of its common stock and options in exchange for all shares and options to purchase shares of Sound Advice common stock outstanding immediately prior to the effective time of the merger. Upon completion of the merger, Sound Advice will become a wholly owned subsidiary of Tweeter; and

2. To transact any other business that may properly come before the special meeting.

The accompanying joint proxy statement/prospectus describes the merger agreement and the proposed merger in more detail. We encourage you to read the entire document carefully.

The board of directors has fixed , 2001, as the record date for the determination of stockholders entitled to vote at the special meeting. Only stockholders of record at the close of business on that date will be entitled to notice of, and to vote at, the meeting or any postponement or adjournment thereof.

Whether or not you expect to be present at the special meeting, please complete, sign and date the enclosed proxy card and return it promptly in the enclosed return envelope. No postage is required if mailed in the United States. Stockholders who execute a proxy card may nevertheless attend the meeting, revoke their proxy and vote their shares in person.

By order of the Board of Directors

MICHAEL BLUMBERG
Secretary

Dania Beach, Florida
, 2001

This joint proxy statement/prospectus is dated , 2001. It is first being mailed to Tweeter stockholders and Sound Advice stockholders on or about , 2001.

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You should carefully review the considerations associated with the merger set forth under Risk Factors in the accompanying joint proxy statement/ prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger described in this joint proxy statement/ prospectus or the securities of Tweeter to be issued in the merger, or determined if this joint proxy statement/ prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The information in this joint proxy statement/ prospectus is not complete and may be changed. We are not permitted to distribute Tweeter common stock pursuant to the merger agreement until the Registration Statement on Form S-4 filed with the Securities and Exchange Commission containing this joint proxy statement/ prospectus is effective. This joint proxy statement/ prospectus is not an offer to sell Tweeter common stock and is not soliciting an offer to buy Tweeter common stock in any state where the offer or sale is not permitted.

REFERENCE TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Tweeter from documents that are not included in or delivered with the joint proxy statement/prospectus. This information is available to you without charge upon request. You can obtain documents incorporated by reference in the joint proxy statement/prospectus by requesting them in writing or by telephone from Tweeter at the following address and telephone number:

TWEETER HOME ENTERTAINMENT GROUP, INC.
ATTENTION: INVESTOR RELATIONS
10 PEQUOT WAY
CANTON, MASSACHUSETTS 02021
(781) 830-3000

If you would like to request documents, please do so by , 2001 in order to receive them before the special meeting.

Also, see Where You Can Find More Information on page 128.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: **What is the merger?**

A: In the merger, a wholly owned subsidiary of Tweeter will merge with and into Sound Advice, and Sound Advice s stockholders will receive shares of Tweeter common stock in exchange for their shares of Sound Advice common stock. Following the merger, Sound Advice will be a wholly owned subsidiary of Tweeter.

Q: **What am I being asked to vote upon?**

A: At the Tweeter special meeting, Tweeter stockholders will be asked to vote on the issuance of shares of Tweeter common stock to the stockholders of Sound Advice to accomplish the acquisition by Tweeter of Sound Advice through the merger. At the Sound Advice special meeting, Sound Advice stockholders will be asked to approve the merger with Tweeter and the merger agreement.

Q: **Who is entitled to vote?**

A: All stockholders of Tweeter as of , 2001, the record date, are entitled to vote on the issuance of shares of Tweeter common stock in the merger. All stockholders of Sound Advice as of , 2001, the record date, are entitled to vote on the merger of Sound Advice with Tweeter and the merger agreement.

Q: **What will Sound Advice stockholders receive in the merger?**

A: At the effective time of the merger, each outstanding share of Sound Advice common stock, except for shares held by Tweeter, will be converted into shares of Tweeter common stock based on an exchange ratio. If the average daily closing price of Tweeter common stock as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is between $21 and $30 per share, then the exchange ratio will be one for one. If such average daily closing price is $30 or more per share, then the exchange ratio will equal a fraction, the numerator of which will be 30 and the denominator of which will be such average daily closing price. If such average daily closing price is below $21 per share, then the exchange ratio will equal a fraction, the numerator of which will be 21 and the denominator of which will be such average daily closing price. In the event such average daily closing price is below $18 per share, either party may terminate the merger agreement.

Q: **Are there risks I should consider in deciding whether to vote for the merger?**

A: Yes. For example, the combined company might not realize the expected benefits of the merger. In evaluating the merger, you should carefully consider the factors discussed beginning on page 17 in the section entitled Risk Factors.

Q: **What votes are required to complete the transaction?**

A: The merger will only be completed if:

the holders of a majority of the outstanding shares of Tweeter common stock present or represented by proxy and entitled to vote at the special meeting approve the issuance of shares of Tweeter common stock in the merger; and

the holders of a majority of the shares of Sound Advice common stock outstanding and entitled to vote approve the merger with Tweeter and the merger agreement.

Q: **When do you expect to complete the merger?**

A: Because the merger is subject to a number of conditions, we cannot predict the exact timing. The merger agreement provides for the merger to occur within three days after the satisfaction or waiver of the closing conditions to the merger, including the approval of Tweeter s and Sound Advice s stockholders, and we hope to effect the merger by September 1, 2001. Either Tweeter or Sound Advice may terminate the merger agreement if the merger has not occurred on or before December 31, 2001.

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Q: **What do I need to do now?**

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, please complete, sign and date your proxy card and return it in the enclosed postage-paid envelope as soon as possible. In addition, if you are a Tweeter stockholder, you may be able to grant your proxy by telephone or through the Internet. For both Tweeter and Sound Advice stockholders, you may also attend your company s meeting instead of submitting a proxy.

If your shares are held in street name by your broker, your broker may vote your shares only if you provide instructions to the broker on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares.

Q: **Can I change my vote after I have mailed my proxy card?**

A: Yes. You can change your vote at any time before your proxy is voted at your company s special meeting. This can be done in one of three ways:

timely delivery of a valid, later-dated proxy (including, in the case of Tweeter stockholders only, a more recent proxy given by telephone or through the Internet);

written notice to the secretary of your company before the special meeting that you have revoked your proxy; or

voting by ballot at the special meeting.

Q: **Should I send in my Sound Advice stock certificates now?**

A: No. After we complete the merger, Tweeter s transfer agent will send instructions to Sound Advice stockholders explaining how to exchange their Sound Advice stock certificates for Tweeter stock certificates. Prior to the exchange of your Sound Advice certificates for Tweeter certificates, your Sound Advice certificates will be evidence of your ownership of Tweeter shares following the merger.

Tweeter stockholders will keep their existing stock certificates.

Q: **Who can help answer my questions about the merger or voting my shares?**

A: If you are a Tweeter stockholder with questions about the merger or voting your shares, please contact:

TWEETER HOME ENTERTAINMENT GROUP, INC.
ATTENTION: INVESTOR RELATIONS
10 PEQUOT WAY
CANTON, MASSACHUSETTS 02021
(781) 830-3000

If you are a Sound Advice stockholder with questions about the merger or voting your shares, please contact:

SOUND ADVICE, INC.

ATTENTION: INVESTOR RELATIONS
1901 TIGERTAIL BOULEVARD
DANIA BEACH, FLORIDA 33004
(954) 922-4434

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SUMMARY OF JOINT PROXY STATEMENT/ PROSPECTUS

The following summary highlights selected information from this joint proxy statement/prospectus and may not contain all of the information that is important to you. You should carefully read this entire document, including the appendices, and the other documents to which we refer for a more complete understanding of the merger and the issuance of shares of Tweeter common stock to Sound Advice stockholders. Where applicable below, we have included page references parenthetically to direct you to more complete descriptions of the topics presented in this summary. Additionally, we incorporate by reference important business and financial information about Tweeter into this joint proxy statement/prospectus. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled Where You Can Find More Information on page 130.

THE COMPANIES

TWEETER HOME ENTERTAINMENT GROUP, INC.

10 Pequot Way
Canton, Massachusetts 02021
(781) 830-3000

http://www.tweeter.com

Tweeter is a specialty retailer of mid to high-end audio and video consumer electronics products. Tweeter operates 106 stores under the Tweeter and HiFi Buys names in New England, Texas, California, the Mid-Atlantic, the Southeast, greater Chicago and North Carolina. Tweeter operates in a single business segment of retailing audio and video consumer electronic products. Its stores feature an extensive selection of home and car audio systems and components, portable audio equipment, and home video products including large screen televisions, DVD players, digital satellite systems, video cassette recorders and camcorders. Tweeter differentiates itself by focusing on consumers who seek audio and video products with advanced features, functionality and performance. Tweeter does not offer consumer electronics products such as personal computers or home office equipment. Its stores display products in an inviting retail environment averaging 10,000 square feet and are staffed with attentive, knowledgeable sales personnel. Tweeter seeks to build name recognition and customer loyalty by combining a high level of service with competitive prices backed by its patented Automatic Price Protection program.

Tweeter opened its first store in 1972 in Boston under the Tweeter name and over the next two decades grew exclusively through new store openings in New England, expanding to 18 stores by 1995. In 1995, Tweeter adopted an aggressive growth strategy to (i) open new stores in current regional markets and relocate some stores to more favorable sites and (ii) selectively pursue acquisitions in new regional markets and achieve operating improvements by converting the acquired company to Tweeter s core operating model and leveraging distribution, marketing and corporate infrastructure. Tweeter completed the acquisition of Bryn Mawr Radio and Television, Inc. in May 1996, the acquisition of HiFi Buys, Inc. in June 1997, the acquisition of Home Entertainment, Inc. in February 1999, the acquisition of DOW Stereo/Video, Inc. in July 1999, the acquisition of United Audio Centers, Inc. in April 2000, the acquisition of Douglas TV in October 2000, the acquisition of Video Scene, Inc. in May 2001 and the acquisition of Audio Video Systems in June 2001. In addition, on October 4, 1999, Tweeter formed a joint venture with Cyberian Outpost, Inc. (Nasdaq: COOL), organized as Tweeter.Outpost.com, LLC, to jointly market and sell consumer electronics over the Internet. The Tweeter.Outpost.com site was launched on October 19, 1999.

On May 1, 2001, Tweeter completed the acquisition of Video Scene, Inc. dba Big Screen City. Video Scene has four stores in the greater San Diego area, and reported annual retail revenue of approximately $16 million. This transaction is being accounted for as a purchase. Tweeter paid $4.0 million in cash and issued 50,973 shares from its shelf registration filed with the Securities and Exchange Commission on April 13, 1999, and amended on December 23, 1999. The allocation of the purchase price and acquisition

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costs resulted in goodwill of approximately $5,000,000, which is being amortized over twenty years using the straight-line method.

On June 1, 2001, Tweeter completed the acquisition of SMK Marketing, Inc., dba Audio Video Systems. SMK Marketing has three stores in the greater Charlotte, North Carolina area, and reported annual retail revenue of approximately $15 million. This transaction is being accounted for as a purchase. Tweeter paid $3.75 million in cash and issued 40,717 shares from its shelf registration filed with the Securities and Exchange Commission on April 13, 1999, and amended on December 23, 1999. The allocation of the purchase price and acquisition costs resulted in goodwill of approximately $5,000,000, which is being amortized over twenty years using the straight-line method.

SOUND ADVICE, INC.

1901 Tigertail Boulevard

Dania Beach, Florida 33004
(954) 922-4434
www.wegivesoundadvice.com

Sound Advice is a full service specialty retailer of a broad range of selected high-quality, upscale entertainment and consumer electronic products. Sound Advice operates 24 full-size stores, five Bang & Olufsen stores and one Electronic Interiors store in the State of Florida, the fourth largest state and the state with the fastest growing population in the United States. In addition, it operates two Showcase Home Entertainment stores in Scottsdale and Chandler, Arizona, and one home theater showroom located in the Great Indoors in Scottsdale. Sound Advice s full-size Sound Advice and Showcase Home Entertainment stores sell home and car audio systems (except that Showcase Home Entertainment stores do not carry car audio systems), large screen projection and conventional view televisions, video products, personal electronics, car security systems, home entertainment furniture and related customized services and accessories. The Bang & Olufsen stores feature Bang & Olufsen audio and video products and accessories. The Electronic Interiors store is an entirely demonstration based store built to simulate residential environments showcasing integrated entertainment systems. Sound Advice s customers seek informed advice concerning product selection and system integration in conjunction with products incorporating the latest technology.

THE STRUCTURE OF THE TRANSACTION (Pages 54 and 58)

Tweeter, Sound Advice and TWT Acquisition Corp., a newly formed wholly owned subsidiary of Tweeter, have entered into a merger agreement that provides for the merger of TWT Acquisition Corp. with and into Sound Advice. As a result, Sound Advice will become a wholly owned subsidiary of Tweeter, and stockholders of Sound Advice will become stockholders of Tweeter. We urge you to read the merger agreement, which is included as Appendix A, carefully and in its entirety.

MERGER CONSIDERATION (Pages 54 and 58)

At the effective time of the merger, each outstanding share of Sound Advice common stock, other than shares held by Tweeter, will be converted into shares of Tweeter common stock based on an exchange ratio. If the average daily closing price of Tweeter common stock as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is between $21 and $30 per share, then the exchange ratio will be one for one. If such average daily closing price is $30 or more per share, then the exchange ratio will equal a fraction, the numerator of which will be 30 and the denominator of which will be such average daily closing price. If such average daily closing price is below $21 per share, then the exchange ratio will equal a fraction, the numerator of which will be 21 and the denominator of which will be such average daily closing price. In the event such average daily closing price is below $18 per share, either party may terminate the merger agreement.

Effective as of the effective time of the merger, each outstanding option to purchase shares of Sound Advice common stock under Sound Advice s Amended and Restated 1999 Stock Option Plan and Second Amended and Restated 1986 Stock Option Plan, whether or not exercisable or vested, will become fully

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exercisable and vested, and will be exchanged for fully exercisable and vested options to purchase that number of shares of Tweeter common stock equal to the exchange ratio times the number of shares for which such Sound Advice option is exercisable. The stock options issued by Tweeter shall have an exercise price per share equal to the original exercise price per share for the Sound Advice stock options for which they are exchanged divided by the exchange ratio; the aggregate exercise price for all options as a whole will remain unchanged.

The market price of Tweeter common stock is likely to fluctuate, and Tweeter cannot predict or give any assurances as to the market price of Tweeter common stock at any time before or after the completion of the merger. Based on the closing price of Tweeter common stock on June 1, 2001 of $28.75, the value of the consideration being paid by Tweeter in the merger (assuming no deductions for transaction expenses and not including stock options) was $108,222,043.95. Based on the closing price of Tweeter common stock on June 12, 2001 of $29, the value of the consideration being paid by Tweeter in the merger (assuming no deductions for transaction expenses and not including stock options) was $109,163,105.

If the average daily closing price as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is $30 per share, the value of the consideration being paid by Tweeter in the merger (assuming no deductions for transaction expenses and not including stock options) will be $112,927,350, and it will not increase if the average daily closing price is above $30 per share because there will be an adjustment in the exchange ratio as described above. If such average daily closing price is $21 per share, the value of the consideration being paid by Tweeter in the merger (assuming no deductions for transaction expenses and not including stock options) will be $79,049,145 million, and it will not decrease if the average daily closing price is below $21 per share because there will be an adjustment in the exchange ratio (which will be subject to the right of either party to terminate the merger if the average daily closing price is below $18 per share).

The maximum number of shares which may be issued to Sound Advice stockholders in the merger (assuming termination of the merger agreement if the average daily closing price is below $18 per share and assuming no exercise of stock options) is 4,404,167.

We urge you to obtain recent market quotations for Tweeter common stock. Tweeter common stock is traded on the Nasdaq National Market under the symbol TWTR.

STOCKHOLDER APPROVALS (Page 31)

Tweeter Stockholders

The affirmative vote of the holders of a majority of the shares of Tweeter common stock entitled to vote that are present or represented by proxy at the special meeting of Tweeter s stockholders is required for approval of the issuance of Tweeter common stock in the merger. Tweeter stockholders are entitled to cast one vote per share of Tweeter common stock held at the close of business on , 2001. Directors, executive officers and their affiliates hold approximately 11.3% of Tweeter s common stock outstanding as of June 11, 2001 (including any shares issuable upon the exercise of options that are exercisable within 60 days of June 11, 2001).

Under a stockholder agreement and proxy, a copy of which is attached as Appendix C hereto, some of Tweeter s directors and executive officers have agreed to vote all of their shares of Tweeter common stock for approval of the issuance of the Tweeter common stock in the merger and any other transactions contemplated by the merger agreement.

Sound Advice Stockholders

For the merger to proceed, the holders of a majority of the outstanding shares of Sound Advice common stock must approve and adopt the merger agreement and approve the merger. Sound Advice stockholders are entitled to cast one vote per share of Sound Advice common stock held at the close of business on , 2001. Directors, executive officers and their affiliates hold approximately

33.33% of Sound Advice s common stock outstanding as of May, 15, 2001 (including any shares issuable upon the exercise of options all of which are currently exercisable).

Under a stockholder proxy, in the form attached as Appendix B hereto, some of Sound Advice s directors and executive officers, who beneficially own an aggregate of approximately 19.3% of Sound Advice s outstanding common stock (exclusive of any shares issuable upon the exercise of options), have granted Tweeter designees an irrevocable proxy to vote all of their shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction. In addition, Tweeter holds approximately 7.6% of Sound Advice s outstanding common stock, and will (as required under the merger agreement) vote all of its shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction. Furthermore, Samuel Bloomberg, the chairman of the board of Tweeter, his wife, and the Samuel Bloomberg Family Trusts collectively hold approximately 1% of Sound Advice s outstanding common stock, and they plan to vote all of their shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction.

RECOMMENDATIONS OF THE BOARDS OF DIRECTORS (Pages 35 and 44)

The Sound Advice board of directors has determined that the terms and conditions of the merger agreement are fair to, and in the best interests of, Sound Advice and its stockholders. The Sound Advice board unanimously recommends that Sound Advice stockholders vote FOR the adoption and approval of the merger agreement and approval of the merger. In certain circumstances, if it determines that it is required by its fiduciary duty to do so, the Sound Advice board may be entitled to withdraw this recommendation and may cause the merger agreement to be terminated.

The Tweeter board of directors has determined that the terms and conditions of the merger agreement are fair to, and in the best interests of, Tweeter and its stockholders. The Tweeter board unanimously recommends that Tweeter stockholders vote FOR issuing shares of Tweeter common stock in connection with the merger.

OPINIONS OF FINANCIAL ADVISORS (Pages 37 and 46)

In deciding to approve the merger, the Tweeter board of directors considered opinions from its financial advisor and various other factors described below in The Merger Tweeter s Reasons for the Merger and Recommendation of Tweeter s Board of Directors.

Pursuant to an engagement letter dated as of May 15, 2001, Tweeter engaged Deutsche Banc Alex. Brown Inc. to render an opinion as to the fairness to Tweeter, from a financial point of view, of the exchange ratio. At the May 31, 2001 meeting of the Tweeter board of directors, Deutsche Banc Alex. Brown reviewed analyses related to the proposed transaction. On June 1, 2001, Deutsche Banc Alex. Brown updated its analyses and delivered its opinion in writing to the Tweeter board of directors to the effect that, as of that date and based upon and subject to the assumptions made, matters considered and limits of the review undertaken by Deutsche Banc Alex. Brown, the exchange ratio was fair, from a financial point of view, to Tweeter.

The full text of Deutsche Banc Alex. Brown s written opinion, dated June 1, 2001, which sets forth, among other things, the assumptions made, matters considered and limits on the review undertaken by Deutsche Banc Alex. Brown in connection with the opinion, is attached as Appendix E to this joint proxy statement/ prospectus and is incorporated herein by reference. A summary of the opinion of Deutsche Banc Alex. Brown appears on page 37 of this joint proxy statement/prospectus. Tweeter stockholders are urged to read the Deutsche Banc Alex. Brown opinion in its entirety. The summary of the opinion of Deutsche Banc Alex. Brown set forth in this joint proxy statement/ prospectus is qualified in its entirety by reference to the full text of the opinion. **Deutsche Banc Alex. Brown provided its opinion**

for the information and assistance of Tweeter s board of directors in connection with its consideration of the merger agreement and the merger. The opinion of Deutsche Banc Alex. Brown is not a recommendation as to how any

holder of Tweeter common stock should vote on any matter relating to the merger. We urge you to read the opinion in its entirety.

In deciding to approve the merger, the Sound Advice board of directors considered opinions from its financial advisor and various other factors described below in The Merger Sound Advice s Reasons for the Merger and Recommendation of Sound Advice s Board of Directors.

On May 31, 2001, U.S. Bancorp Piper Jaffray, Sound Advice s financial advisor in connection with the merger, delivered its oral opinion, subsequently confirmed in writing, to the Sound Advice board that, as of that date, the merger consideration pursuant to the merger agreement was fair, from a financial point of view, to the stockholders of Sound Advice. The full text of the written opinion of U.S. Bancorp Piper Jaffray, which sets forth assumptions made, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Appendix F. **U.S. Bancorp Piper Jaffray provided its opinion for the information and assistance of Sound Advice s board of directors in connection with its consideration of the merger agreement and the merger. The opinion of U.S. Bancorp Piper Jaffray is not a recommendation as to how any holder of Sound Advice common stock should vote on any matter relating to the merger. We urge you to read the opinion in its entirety. See The Merger Opinion of Sound Advice s Financial Advisor.**

INTERESTS OF SOUND ADVICE S MANAGEMENT AND TWEETER S MANAGEMENT IN THE MERGER AND POTENTIAL CONFLICTS OF INTEREST (Page 52)

Sound Advice

When considering the recommendation of the Sound Advice board that Sound Advice stockholders vote to approve the merger agreement and the merger, Sound Advice stockholders should be aware that some directors and officers have interests in the merger that are different from, or in addition to, those of other Sound Advice stockholders. Such interests include:

Employment Agreements:

Each of Peter Beshouri and Michael Blumberg, directors and executive officers of Sound Advice, has an employment agreement with Sound Advice that provides him with a severance package equal to three times his base salary plus three times his most recent annual bonus. These severance benefits are triggered if, among other things, the officer gives Sound Advice notice that he is terminating employment upon a change of control, provided that he continues to be employed by Sound Advice until the effective date of the change of control. If Messrs. Beshouri and Blumberg were to terminate their employment in connection with the merger under these agreements, they would be entitled to severance payments of $3,000,000 and $1,575,000, respectively.

Tweeter has negotiated new employment arrangements with Messrs. Beshouri and Blumberg to induce them to remain with Sound Advice following the merger. Under these new arrangements, Messrs. Beshouri and Blumberg have agreed to relinquish the payments potentially due under their existing agreements with Sound Advice in consideration of Tweeter s making payments of $1,000,000 to Mr. Beshouri and $800,000 to Mr. Blumberg at the effective time of the merger.

The employment agreements Tweeter will enter into with Messrs. Beshouri and Blumberg are for two years and one year, respectively. The employment agreements provide that Mr. Beshouri will receive a salary of $400,000 per year and a signing bonus of $100,000, and Mr. Blumberg will receive a salary of $250,000 per year and a signing bonus of $50,000. Each of Messrs. Beshouri and Blumberg have the opportunity to participate in Tweeter s bonus and incentive plans. Messrs. Beshouri and Blumberg also are eligible to receive annual bonuses, in the sole discretion of Tweeter. In addition, Mr. Beshouri will be granted options to purchase an aggregate of 30,000 shares of Tweeter common stock, and Mr. Blumberg will be granted options to purchase an aggregate of 20,000 shares of Tweeter common stock, pursuant to Tweeter s 1998 Stock Option and Incentive Plan. If Mr. Beshouri is a director of Tweeter when he is not an employee, he will be eligible for any option grants made to Tweeter s non-employee directors.

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The employment agreements provide for continued employment until termination by either party. Tweeter, however, may terminate either employment agreement with or without cause at any time. If either executive s employment is terminated by Tweeter without cause or the executive terminates his employment for good reason, Tweeter is obligated to continue to pay the applicable executive an amount equal to his salary for one year or, in the case of Mr. Beshouri, his salary to the second anniversary of his employment agreement, if later.

Each of Kenneth L. Danielson and Christopher O Neil, executive officers of Sound Advice, has an employment agreement with Sound Advice providing for severance payments that are triggered upon essentially the same events, and payable in the same ratios to salary and bonus, as the existing agreements of Messrs. Beshouri and Blumberg described above. If Messrs. Danielson and O Neil were to terminate their employment in connection with the merger pursuant to these agreements, they would each be entitled to severance payments of $1,140,000. Messrs. Danielson and O Neil each have agreed to reduce the amounts payable to them under these agreements on account of the merger to $500,000.

Non-Competition Agreements:

Tweeter also has agreed to pay $1,900,000 to Mr. Beshouri and $725,000 to Mr. Blumberg as consideration for entering into new noncompetition agreements with Tweeter. Tweeter also has agreed to pay $640,000 to each of Messrs. Danielson and O Neil as consideration for entering into new noncompetition agreements with Tweeter.

Tweeter has agreed that any rights to indemnification for acts or omissions occurring prior to the merger effective date existing in favor of the current or former directors or officers of Sound Advice and its subsidiaries as of the date of the merger agreement shall continue in full force and effect in accordance with their terms. Tweeter has agreed to maintain in effect Sound Advice s current director s and officer s liability insurance policy, or provide a comparable policy, for the next six years.

Tweeter has increased the size of its board to create one vacancy and has agreed to nominate Peter Beshouri, the president and chief executive officer of Sound Advice, for election to the board, effective upon the closing of the merger, with an initial term expiring at Tweeter s annual meeting of stockholders to be held in 2004.

Tweeter

Samuel Bloomberg, the chairman of the board of Tweeter, and his wife Carolina currently own 10,000 shares of Sound Advice common stock, which they acquired between November 1997 and January 1998. Also, each of the Samuel Bloomberg Trust d/t/d 10/ 26/ 95 FBO Joshua Bloomberg and the Samuel Bloomberg Trust d/t/d 10/ 26/ 95 FBO Mikaela Bloomberg owns 15,000 shares of Sound Advice common stock, which was acquired in January 1998 and February 1998. Jeffrey Bloomberg (a director of Tweeter and Samuel Bloomberg s brother), Margaret Biller

(Samuel Bloomberg s sister-in-law) and Carolina Bloomberg (Samuel Bloomberg s wife) are the trustees of both trusts.

As a result of Mr. Bloomberg s, his wife s and the trusts ownership of shares of Sound Advice, they will receive shares of Tweeter common stock in the merger. Tweeter stockholders should consider whether this might have influenced Mr. Bloomberg s decision to approve the merger agreement and recommend that Tweeter s stockholders approve the issuance of Tweeter common stock in the merger.

MATERIAL FEDERAL INCOME TAX CONSIDERATIONS (Page 55)

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. If the merger so qualifies, a Sound Advice stockholder will not recognize gain or loss for U.S. federal income tax purposes on the exchange of Sound Advice common stock for Tweeter common stock pursuant to the merger, except to the extent he receives any cash in lieu of a fractional share of Tweeter common stock. Tweeter stockholders will not recognize gain or loss for U.S. federal income tax purposes as a result of the merger. Counsel to Tweeter and to Sound Advice will opine, subject

to some assumptions and based on certain representations of fact, that the merger will constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. The material U.S. federal income tax consequences of the merger to Sound Advice stockholders are described below under the heading Material Federal Income Tax Considerations.

GOVERNMENTAL APPROVALS AND REGULATORY REQUIREMENTS

Other than compliance with applicable federal and state securities laws in connection with the issuance of Tweeter common stock pursuant to the merger, compliance with the Hart-Scott-Rodino Antitrust Improvements Act of 1976, and compliance with applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act, no federal or state regulatory requirements must be complied with in order to complete the merger.

STOCKHOLDERS DISSENTERS RIGHTS (Page 57)

Under Delaware law, Tweeter stockholders are not entitled to appraisal rights in connection with the merger.

Under Florida law, Sound Advice stockholders are not entitled to appraisal rights in connection with the merger.

CONDITIONS TO COMPLETION OF THE MERGER (Page 66)

The obligations of Tweeter and Sound Advice to complete the merger are subject to the prior satisfaction or waiver of conditions specified in the merger agreement. Both Tweeter s and Sound Advice s obligations to complete the merger are subject to, among other things, approval by the Tweeter stockholders of the issuance of shares in the merger and approval by the Sound Advice stockholders of the merger agreement and the merger.

Additional conditions to each party s obligation to complete the merger include the accuracy of the other party s representations and warranties, the absence of any material adverse effect on the other party, the other party s material performance of its obligations under the merger agreement, the receipt of a written opinion from the other party s counsel, and the absence of certain specified types of litigation related to the merger.

The foregoing is only a brief summary of some of the conditions to completion of the merger. The merger will not occur unless and until all of the conditions to the merger are satisfied or waived.

TERMINATION OF THE MERGER AGREEMENT (Page 68)

Tweeter and Sound Advice can agree at any time prior to completing the merger to terminate the merger agreement. Also, either of Tweeter or Sound Advice can decide to terminate the merger agreement if the merger has not been completed on or before December 31, 2001, if the aggregate daily closing price of Tweeter s common stock as reported by Nasdaq for the five business days ending two days before the effective date of the merger is less than $18 per share, or for other reasons described on page 69 under the heading The Merger Agreement Termination of the Merger Agreement.

TERMINATION FEE (Page 69)

Sound Advice has agreed to pay Tweeter a termination fee of $4 million if the merger agreement terminates under the circumstances that are described on page 70 under The Merger Agreement Termination Fee.

NO-SOLICITATION OF TRANSACTIONS AND OTHER RESTRICTIONS (Page 65)

The merger agreement prohibits Sound Advice from soliciting or, subject to limited exceptions, participating in discussions with third parties with respect to alternative transactions that may prevent the

merger. In addition, Sound Advice must provide Tweeter with information concerning any alternative transactions.

In certain circumstances, however, if the Sound Advice board determines that it is required by its fiduciary duty to do so, it may be entitled to withdraw its recommendation that the Sound Advice stockholders approve the merger and the merger agreement and to cause the merger agreement to be terminated.

CONDUCT OF TWEETER AND SOUND ADVICE BEFORE THE MERGER (Page 62)

Sound Advice has agreed that it and its subsidiaries will carry on their business in the usual, regular and ordinary course of business. Tweeter and Sound Advice have agreed to various additional and specific covenants regarding the operating of their respective businesses pending the merger.

OTHER TWEETER PROPOSALS (Page 113)

Tweeter is also presenting proposals to its stockholders at the Tweeter special meeting to:

- elect Peter Beshouri to the board of directors of Tweeter, effective upon the closing of the merger, with an initial term expiring at Tweeter s annual stockholders meeting to be held in 2004;

- approve Tweeter s 1998 Stock Option and Incentive Plan, in order to maintain the plan s eligibility for exemption from the limits on deductibility of compensation set forth in Section 162(m) of the Internal Revenue Code of 1986;

approve an amendment to Tweeter s 1998 Stock Option and Incentive Plan increasing the number of shares available for issuance under the plan; and

approve an amendment to the eligibility requirements of Tweeter s Employee Stock Purchase Plan to insure the plan s compliance with Section 423 of the Internal Revenue Code of 1986.

The Tweeter board of directors unanimously recommends that Tweeter stockholders vote in favor of each of the foregoing proposals.

TRADEMARKS AND SERVICE MARKS

Tweeter, etc., Bryn Mawr Stereo, and Dow Stereo/ Video are federally registered trademarks, and HiFi Buys, Home Entertainment, United Audio, Douglas TV, Big Screen City, and Audio Video and a Boatload of Know How are trademarks or servicemarks claimed by Tweeter and its subsidiaries and related entities.

Sound Advice has registered the Sound Advice name in the State of Florida and Showcase Home Entertainment in the state of Arizona, but not with the United States Patent and Trademark Office. Sound Advice is not aware of any adverse claims regarding the use of the name Sound Advice or Showcase Home Entertainment in the jurisdictions in which Sound Advice uses those names.

This joint proxy statement/prospectus may contain other trade names, trademarks and service marks of Tweeter, Sound Advice and of other companies.

DIVIDEND INFORMATION

Neither Tweeter nor Sound Advice has ever paid any cash dividends on its stock, and Tweeter anticipates that, following the merger, it will continue to retain any earnings for the foreseeable future for use in the operation of its business.

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FORWARD-LOOKING STATEMENTS IN THIS JOINT PROXY STATEMENT/ PROSPECTUS

This joint proxy statement/prospectus contains forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 with respect to Tweeter s and Sound Advice s financial condition, results of operations and business and the expected impact of the merger on Tweeter s financial performance. Words such as anticipates, expects, intends, plans, believes, seeks, estimates and similar expressions indicate forv statements, including those relating to the proposed merger. These forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from the results contemplated by the forward-looking statements. In evaluating the merger, you should carefully consider the discussion of risks and uncertainties in the section entitled Risk Factors beginning on page 17. You are cautioned not to place undue reliance on these forward looking statements, which reflect the views of Tweeter s or Sound Advice s management only as of the date of this joint proxy statement/prospectus. Neither Tweeter nor Sound Advice undertakes any obligation to update these statements or publicly release the results of any revisions to the forward-looking statements that they may make to reflect events or circumstances after the date of this joint proxy statement/ prospectus or to reflect the occurrence of unanticipated events.

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TWEETER SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

(In thousands, except per share and number of stores data)

Set forth below is selected financial and operating data for each of the five years ended September 30, 2000, and for the six months ended March 31, 2000 and March 31, 2001, respectively. The selected statement of operations and balance sheet data for each of the five years ended September 30, 2000 have been derived from financial statements of Tweeter, which have been audited by its independent auditors. The financial data for the six months ended March 31, 2000 and March 31, 2001 has been derived from unaudited financial statements of Tweeter and reflects all adjustments, consisting only of normal recurring accruals, that Tweeter considers necessary for a fair presentation of the financial position and results of operations for this period. Results for the six-month period ended March 31, 2001 may not be indicative of results for the entire year. The information set forth below should be read in conjunction with Tweeter s Management s Discussion and Analysis of Financial Condition and Results of Operations and Tweeter s Consolidated Financial Statements and the Notes thereto incorporated by reference into this joint proxy statement/prospectus.

	Fiscal Year Ended September 30,					Six Months Ended March 31,	
	1996(4)	1997(5)	1998	1999(6)	2000(7)	2000	2001
Statement of Operations:							
Total revenue	$80,607	$132,525	$232,273	$283,083	$404,729	$209,586	$279,801
Cost of sales	51,816	86,315	151,265	182,748	256,449	132,060	177,542
Gross profit	28,791	46,210	81,008	100,335	148,280	77,526	102,259
Selling expenses	21,993	35,568	56,907	69,225	101,672	49,786	67,899
Corporate, general and administrative expenses	4,716	8,102	11,128	14,822	19,342	9,233	12,156
Amortization of goodwill							

	129	487	917	1,056	1,522	670	960
Income from operations	1,953	2,053	12,056	15,232	25,744	17,836	21,243
Income from joint venture			518	198	684		
Interest (income) expense	(617)	(1,808)	(2,737)	(106)	1,147	12	702
Income before income taxes	1,336	245	9,319	15,126	27,409	18,047	22,629
Income tax expense (benefit)(1)	(453)	99	3,724	6,050	10,964	7,219	9,048
Income before extraordinary item	1,789	146	5,595	9,076	16,445	10,828	13,582
Extraordinary item (less applicable income taxes)							

	(340)						
Net income	1,789	146	5,255	9,076	16,445	10,828	13,582
Accretion of preferred stock	1,036	2,156	2,514				
Net income (loss) available to common stockholders	$753	$(2,010)	$2,741	$9,076	$16,445	$10,828	$13,582

Basic earnings per share							
Net income available to common stockholders before extraordinary item	0.19	(0.60)	0.62	0.63	0.97	0.68	0.73
Extraordinary item			(0.07)				
Net income	$0.19	$(0.60)	$0.55	$0.63	$0.97	$0.68	$0.73
Diluted earnings per share							
Net income available to common stockholders before extraordinary item	0.19	(0.60)	0.55	0.57	0.89	0.61	0.71
Extraordinary item			(0.03)				

Net income	$0.19	$(0.60)	$0.52	$0.57	$0.89	$0.61	$0.71
Weighted average shares outstanding							
Basic	3,880	3,345	4,972	14,385	17,006	15,937	18,555
Diluted(2)	3,966	3,345	10,068	15,972	18,551	17,700	19,191

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	Fiscal Year Ended September 30,					Six Months Ended March 31,	
	1996(4)	1997(5)	1998	1999(6)	2000(7)	2000	2001
Operating Data:(3)							
Stores open at beginning of period	18	33	47	52	73	73	90
New stores	2	4	5	5	10	3	2
Remodeled stores	1	1	2	3	1	1	2
Closed stores	0	0	0	0	0	0	0
Stores acquired	13	10	0	16	7	0	4
Stores open at end of period	33	47	52	73	90	76	96
Comparable Store Sales Growth:(5)	5.6%	(7.2)%	12.5%	5.0%	13.5%	12.0%	2.3%
Balance Sheet Data:							
Working capital	$1,897	$11,870	$18,263	$31,524	$83,540	$88,710	$85,160
Total assets	38,619	78,688	91,643	141,619	235,038	209,371	241,035
Long term debt, excluding current portion	10,700	30,888	5,250	5,717	14	24	3
Redeemable convertible preferred stock	11,597	20,591					
Stockholder s equity (deficit)	(3,984)	(5,669)	51,610	87,245	174,951	159,241	190,517

(1) We operated as an S corporation through November 1995 and were not subject to federal and certain state corporate income taxes. In connection with the recapitalization that occurred on November 26, 1995, we revoked

our S election, and became subject to taxation as a C corporation. If we had been taxed as a C corporation, we would have recorded income tax expense of $550,000 for the fiscal year ended September 30, 1996.

(2) Shares outstanding include 5,095, 1,587 and 1,545 shares issuable upon exercise of stock options and warrants outstanding as of September 30, 1998, 1999 and 2000, respectively, after applying the treasury stock method.

(3) Stores are included in the comparable store base after they are in operation for 12 full months. Acquired stores are included after 12 months from acquisition if the store was open for 12 full months as of the date of acquisition. Remodeled or relocated stores are excluded from the comparable store base until they have completed 12 full months of operation from the date the remodeling was completed, or re-opened after relocation.

(4) The fiscal year 1996 data includes results of the Bryn Mawr Acquisition from May 13, 1996, which was accounted for using the purchase method.

(5) The fiscal year 1997 data includes results of the HiFi Buys Acquisition from June 1, 1997, which was accounted for using the purchase method.

(6) The fiscal year 1999 data includes the results of the Home Entertainment Acquisition from February 1, 1999, which was accounted for using the purchase method and the DOW Stereo/ Video Acquisition from July 1, 1999, which was accounted for using the purchase method (see Note 11 to the consolidated financial statements).

(7) The fiscal year 2000 data includes the results of the United Audio Acquisition from April 1, 2000, which was accounted for using the purchase method (see Note 11 to the consolidated financial statements).

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SOUND ADVICE SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

(In thousands, except per share and number of stores data)

The selected statement of operations and balance sheet data set forth below for the fiscal year ended June 30, 1997, the seven month transition period ended January 31, 1998 and the fiscal years ended January 31, 1999, 2000 and 2001 have been derived from Sound Advice s financial statements, which have been audited by Sound Advice s independent auditors. The selected statements of operations data for the seven months ended January 31, 1997 and the twelve months ended January 31, 1998 have been derived from Sound Advice s financial statements which are unaudited. The information set forth below should be read in conjunction with Sound Advice s Management s Discussion and Analysis of Financial Condition and Results of Operations and Sound Advice s Consolidated Financial Statements and the Notes thereto included elsewhere in this joint proxy statement/prospectus.

	Fiscal Year Ended	Seven Month Period Ended	Seven Month Transition Period Ended	Twelve Months Ended	Fiscal Year Ended		
	June 30, 1997	January 31, 1997	January 31, 1998	January 31, 1998	January 31, 1999	January 31, 2000	January 31, 2001

Statement of Operations:

Total revenue	$152,316	$98,558	$95,205	$148,963	$152,124	$177,349	$198,364
Cost of sales	102,298	67,005	64,234	99,527	98,893	115,057	127,745
Gross profit	50,018	31,553	30,971	49,436	53,231	62,292	70,619
Selling, general and administrative expenses	49,045	29,827	29,903	49,122	49,893	55,510	61,061
Income from operations	973	1,726	1,068	314	3,338	6,782	9,558
Interest (income) expense	1,556	891	897	1,562	1,417	1,367	1,968
Other (income)expense	(101)	(31)	(48)	(120)	(96)	107	(194)
Income (loss) before income taxes	(482)	866	219	(1,128)	2,017	5,308	7,784

Income tax expense (benefit)	389	475	1,175	1,089	1,310	(1,218)	3,075
Net income (loss)	$(871)	$391	$(956)	$(2,217)	$707	$6,526	$4,709
Basic earnings per share							
Net income (loss)	$(0.23)	$0.10	$(0.26)	$(0.59)	$0.19	$1.74	$1.23
Diluted earnings per share							
Net Income (loss)	$(0.23)	$0.10	$(0.26)	$(0.59)	$0.18	$1.55	$1.08

Weighted average shares outstanding							
Basic	3,729	3,729	3,729	3,729	3,730	3,746	3,831
Diluted	3,729	3,729	3,729	3,729	3,965	4,223	4,357

Operating Data:

Stores open at end of period	21	22	26	27	33

Balance Sheet Data:

Current assets	$32,515	$37,546	$38,987	$43,381	$56,732
Current liabilities	24,724	31,960	34,225	30,361	48,476

Working capital	7,791	5,586	4,762	13,020	8,256
Total assets	46,550	51,789	55,217	60,932	84,031
Borrowings under revolving credit facility	11,875	10,700	13,776	7,310	18,141
Long term debt, excluding current portion	1,384	859	797	4,152	3,173
Stockholder s equity	16,298	15,342	16,058	22,692	28,851

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SELECTED UNAUDITED PRO FORMA COMBINED CONSOLIDATED

FINANCIAL INFORMATION

We are providing the following selected unaudited pro forma combined financial information to help stockholders analyze the financial aspects of the merger. This information is only a summary. You should also read it in conjunction with Tweeter s historical consolidated financial statements (and related notes) incorporated by reference into this joint proxy statement/prospectus and the Sound Advice historical financial statements that are included in this joint proxy statement/prospectus. A more detailed derivation of this pro forma financial data can be found under the heading Unaudited Pro Forma Combined Condensed Financial Information. You should not rely on the pro forma combined information as being indicative of the results that would have been achieved had the companies been combined or the future results that the combined company will experience after the merger. See Unaudited Pro Forma Condensed Combined Financial Statements on page 72 and Where You Can Find More Information on page 128.

At the effective time of the merger, each outstanding share of Sound Advice common stock, except for shares held by Tweeter, will be converted into shares of Tweeter common stock based on an exchange ratio. If the average daily closing price of Tweeter common stock as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is between $21 and $30 per share, then the exchange ratio will be one for one. If such average daily closing price is $30 or more per share, then the exchange ratio will equal a fraction, the numerator of which will be 30 and the denominator of which will be such average daily closing price. If such average daily closing price is below $21 per share, then the exchange ratio will equal a fraction, the numerator of which will be 21 and the denominator of which will be such average daily closing price. In the event such average daily closing price is below $18 per share, either party may terminate the merger agreement.

Pro forma presentations were prepared using an assumed five-day average closing price of Tweeter common stock of $21 per share and $30 per share to demonstrate a range of possible results.

Unaudited Pro Forma Combined Balance Sheets

March 31, 2001
(In thousands)

	$21.00 Share Value March 31, 2001	**$30.00 Share Value March 31, 2001**
Working capital	$77,028	$75,195
Total Assets	377,206	421,739

Long-term debt, less current portion
3 3
Stockholder s Equity
285,907 328,607

Unaudited Condensed Pro Forma Combined Statements of Income

(In thousands, except share and per share data)

	$21.00 Share Value Fiscal Year Ended 9/30/2000	$21.00 Share Value Six Months Ended 3/31/2001	$30 Share Value Fiscal Year Ended 9/30/2000	$30 Share Value Six Months Ended 3/31/2001
Total revenue	$598,257	$397,009	$598,257	$397,009

Income from operations
30,495 26,077 28,306 24,965
Net income
19,216 15,527 17,027 14,416
Basic earnings per share
0.92 0.69 0.82 0.64
Weighted average shares outstanding (basic)
20,786,756 22,389,278 20,786,756 22,389,278
Diluted earnings per share
0.84 0.66 0.75 0.61
Weighted average shares outstanding (diluted)
22,845,801 23,556,790 22,845,801 23,556,790

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COMPARATIVE PER SHARE DATA

The following table sets forth earnings and book value per common share for Tweeter and Sound Advice on a historical and pro forma combined basis. You should read this table along with Tweeter s historical consolidated financial statements incorporated by reference in this joint proxy statement/prospectus (see Where You Can Find More Information on page 128), Sound Advice s historical consolidated financial statements that begin on page F-1 and the unaudited pro forma combined financial statements on page 72. You should not rely on the pro forma combined information as being indicative of the results that would have been achieved had the companies been combined or the future results that the combined company will experience after the merger. Neither Tweeter nor Sound Advice has ever paid cash dividends on its common stock.

The merger consideration paid by Tweeter for each share of Sound Advice includes varying amounts of Tweeter common stock based on the average closing price of Tweeter common stock for the five days before the two days prior to the closing of the merger. Pro forma presentations were prepared using an assumed five-day average closing price of Tweeter common stock of $21 per share and $30 per share to demonstrate a range of possible results.

Comparative Earnings Per Share

Twelve Months Ended	Six Months Ended

	September 30, 2000	March 31, 2001
Tweeter		
Net income per common share:		
Basic earnings per share	$0.97	$0.73
Fully diluted earnings per share	0.89	0.71
Book value per common share	10.29	10.27

	Twelve Months Ended October 31, 2000	Six Months Ended January 31, 2001
Sound Advice		
Basic earnings per share	$1.60	$1.02
Fully diluted earnings per share	1.41	0.90
Book value per common share	6.89	7.52

	Twelve Months Ended September 30, 2000	Six Months Ended March 31, 2001
Pro Forma Combined: $21.00 Market Value(1)		
Net income per common share:		
Basic earnings per share	$.92	$.69
Fully diluted earnings per share	.84	.66
Book value per common share	12.94	12.77
Pro Forma Combined: $30.00 Market Value(1)		
Net income per common share:		
Basic earnings per share	$.82	$.64
Fully diluted earnings per share		

.75 .61
Book value per common share
14.96 14.68

(1) The pro forma information was calculated by combining the historical amounts from Tweeter and Sound Advice after considering the pro forma adjustments divided by the sum of Tweeter s historical share information and the additional shares of Tweeter s common stock estimated to be issued in the merger.

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COMPARATIVE PER SHARE MARKET PRICE DATA

Tweeter s common stock has traded on the Nasdaq National Market under the symbol TWTR since July 16, 1998. Sound Advice s common stock has traded on the Nasdaq National Market under the symbol SUND since June 28, 1986. The following table sets forth the high and low sales prices reported on the Nasdaq National Market for Tweeter common stock and Sound Advice common stock for the periods indicated. The prices shown do not include retail markups, markdowns or commissions.

Tweeter

Fiscal Quarter Ended	High	Low
December 31, 1998	$15.500	$5.313
March 31, 1999	$20.000	$13.375
June 30, 1999	$20.750	$11.063
September 30, 1999	$19.000	$13.297
December 31, 1999	$39.750	$18.500
March 31, 2000	$44.750	$22.250
June 30, 2000	$44.250	$21.688
September 30, 2000	$39.875	$27.250
December 31, 2000	$36.313	$10.625
March 31, 2001	$21.313	$11.563
June 30, 2001 (through June 12, 2001)	$29.680	$18.390

Sound Advice

Fiscal Quarter Ended	High	Low
April 30, 1999	$4.625	$2.250

July 31, 1999
$8.375 $3.063
October 31, 1999
$10.000 $6.344
January 31, 2000
$12.750 $7.875
April 30, 2000
$12.500 $7.000
July 31, 2000
$11.375 $7.000
October 31, 2000
$10.188 $5.313
January 31, 2001
$8.875 $3.750
April 30, 2001
$11.000 $7.750
July 31, 2001 (through June 12, 2001)
$27.12 $10.55

As of , 2001, there were approximately record holders of Tweeter common stock, and there were approximately record holders of Sound Advice common stock. Neither Tweeter nor Sound Advice has ever paid cash dividends on its common stock. Tweeter and Sound Advice intend to retain earnings, if any, to support the development of their respective businesses and neither anticipates paying cash dividends for the foreseeable future. Following completion of the merger, Tweeter common stock will continue to be listed on the Nasdaq National Market, and there will be no further market for Sound Advice common stock.

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The following table sets forth the closing sale prices per share of Tweeter common stock and Sound Advice common stock as reported on The Nasdaq National Market and the estimated equivalent price per share, as explained below, of common stock on June 1, 2001, the last full trading day before the public announcement of the proposed merger, and on June 12, 2001.

Date	Tweeter Common Stock	Sound Advice Common Stock	Estimated Equivalent Sound Advice Per Share Price
June 1, 2001	$28.75	$15.00	$28.75

June 12, 2001
$29.00 $26.75 $29.00

The estimated equivalent per share price of Sound Advice common stock equals the assumed exchange ratio of 1.00 multiplied by the price of a share of Tweeter common stock. If the merger had occurred on June 12, 2001, Sound Advice stockholders would have received one share of Tweeter common stock worth $29.00 for each share of Sound Advice common stock owned on that date. The actual equivalent price of a share of Sound Advice common stock that Sound Advice stockholders will receive if the merger is completed may be different from this price because the price per share of Tweeter common stock on The Nasdaq National Market fluctuates continuously. In addition, the exchange ratio will be adjusted if the average daily closing price of Tweeter common stock as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is more than $30 per share or less than $21 per share.

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RISK FACTORS

By voting in favor of the merger, Sound Advice stockholders will be choosing to invest in Tweeter common stock. An investment in Tweeter common stock involves a high degree of risk. In addition to the other information contained in this joint proxy statement/ prospectus, you should carefully consider the following risk factors in deciding whether to vote for the merger. If any of the following risks actually occur, the business and prospects of Sound Advice or Tweeter may be seriously harmed. In these cases, the trading price of Tweeter common stock would decline, and you could lose all or part of your investment.

Risks Related to the Merger

The value of the merger consideration will fluctuate.

Sound Advice stockholders will receive a fixed number of shares of Tweeter common stock upon the completion of the merger unless the average daily closing price of Tweeter common stock for the five business days ending two days prior to the effective date of the merger exceeds $30 per share or is below $21 per share. Provided that the market price of Tweeter common stock falls within that range, the actual dollar value of Tweeter common stock that Sound Advice stockholders will receive upon the merger s completion will depend on the market value of Tweeter common stock when the merger is completed and may decrease from the date you submit your proxy. If the average daily closing price of the Tweeter common stock for the five business days ending two days prior to the effective date of the merger is more than $30 per share, the exchange ratio will be adjusted so that the per share value of the merger consideration will approximate $30. The market price of Tweeter common stock is by nature subject to the general price fluctuations in the market for publicly traded equity securities in general, and the market for securities of retail companies in particular, and has experienced significant volatility. In addition, the market price of Tweeter common stock may decline as a result of any of the risks set forth below. We urge you to obtain recent market quotations for Tweeter common stock and Sound Advice common stock. Neither Tweeter nor Sound Advice can predict or give any assurances as to the market price of Tweeter common stock at any time before or after the completion of the merger. In the event that the market price of Tweeter common stock at the time of the closing is below $18 per share, then either party may terminate the merger agreement. However, in the event that the market price of Tweeter common stock at that time is at least $18 per share, Sound Advice will be obligated to close the merger as long as the other conditions in the merger agreement have been satisfied.

Tweeter and Sound Advice may not achieve the benefits they expect from the merger.

Tweeter and Sound Advice entered into the merger agreement with the expectation that the merger will result in significant benefits. Achieving the benefits Tweeter and Sound Advice expect from the merger will depend in part on the integration of the operations and personnel of the two companies in a timely and efficient manner. The failure to successfully integrate and achieve the desired strategic benefits of the merger could result in the loss of customers or key employees or could have a material adverse effect on the combined company s business, financial condition and operating results. In addition, the attention and effort devoted to the integration of the two companies will significantly divert management s attention from other important issues, and could seriously harm the combined company.

The issuance of additional shares of Tweeter common stock and options in the merger may reduce the price of Tweeter common stock.

The issuance of shares of Tweeter common stock and options in the merger could reduce the market price of Tweeter common stock if Tweeter is unable successfully to integrate Sound Advice s operations and personnel or to achieve revenue growth, cost savings and any other anticipated benefits of the merger sufficient to offset the effect of the issuance. There can be no assurance that Tweeter will be able successfully to integrate Sound Advice s operations and personnel and achieve revenue growth, cost savings

or any other expected benefits of the merger or that a Sound Advice stockholder will achieve greater returns as a Tweeter stockholder than as a Sound Advice stockholder. Immediately following the merger, assuming a one for one exchange ratio and no exercise of stock options, there will be approximately 3.8 million additional shares of Tweeter common stock available for sale in the public market, and approximately an additional 900,000 shares issuable upon the exercise of fully vested, immediately exercisable options. The prospect of such sales could decrease the market price of Tweeter common stock.

All of the shares of Tweeter common stock issued in connection with the merger will be either freely tradeable without restriction or registered for resale by the holders except that some Sound Advice officers and directors have agreed not to sell more than 50% of the shares received by them for a period of ninety days following the effective date of the merger.

The merger will dilute the equity interest of existing Tweeter stockholders.

Existing Tweeter stockholders will own a smaller percentage of Tweeter and its voting stock after the merger than they currently own. As of May 25, 2001, Tweeter had outstanding 18,732,705 shares of common stock. Upon the completion of the merger, assuming a one for one exchange ratio and no exercise of stock options, we expect to issue approximately an additional 3.8 million shares. Accordingly, the equity interest of the existing Tweeter stockholders, will decrease to approximately 83% of the outstanding shares of Tweeter common stock immediately following the merger.

Sound Advice s officers and directors have conflicts of interest that may influence them to support or approve the merger.

The directors and officers of Sound Advice will participate in arrangements and have continuing indemnifications against liabilities that provide them with interests in the merger that may be different from, or are in addition to, those of Sound Advice s stockholders generally. Sound Advice stockholders should consider whether these interests may have influenced these directors or officers to support or recommend the merger.

The arrangements include the following:

Employment Agreements:

Each of Peter Beshouri and Michael Blumberg, directors and executive officers of Sound Advice, has an employment agreement with Sound Advice that provides him with a severance package equal to three times his base salary plus three times his most recent annual bonus. These severance benefits are triggered if, among other things, the officer gives Sound Advice notice that he is terminating employment upon a change of control, provided that he continues to be employed by Sound Advice until the effective date of the change of control. If Messrs. Beshouri and Blumberg were to terminate their employment in connection with the merger under these agreements, they would be entitled to severance payments of $3,000,000 and $1,575,000, respectively.

Tweeter has negotiated new employment arrangements with Messrs. Beshouri and Blumberg to induce them to remain with Sound Advice following the merger. Under these new arrangements, Messrs. Beshouri and Blumberg have agreed to relinquish the payments potentially due under their existing agreements with Sound Advice in consideration of Tweeter s making payments of $1,000,000 to Mr. Beshouri and $800,000 to Mr. Blumberg in connection with the merger.

The employment agreements Tweeter will enter into with Messrs. Beshouri and Blumberg are for two years and one year, respectively. The employment agreements provide that Mr. Beshouri will receive a salary of $400,000 per year and a signing bonus of $100,000, and Mr. Blumberg will receive a salary of $250,000 per year and a signing bonus of $50,000. Each of Messrs. Beshouri and Blumberg have the opportunity to participate in Tweeter s bonus and incentive plans. Messrs. Beshouri and Blumberg also are eligible to receive annual bonuses, in the sole and absolute discretion of Tweeter. In addition, Mr. Beshouri will be granted options to purchase an aggregate of 30,000 shares of Tweeter common stock, and Mr. Blumberg will be granted options to purchase an aggregate of 20,000 shares of Tweeter common

stock, pursuant to Tweeter s 1998 Stock Option and Incentive Plan. If Mr. Beshouri is a director of Tweeter when he is not an employee, he will be eligible for any option grants made to Tweeter s non-employee directors.

The employment agreements provide for continued employment until termination by either party. Tweeter, however, may terminate either employment agreement with or without cause at any time. If either executive s employment is terminated by Tweeter without cause or the executive terminates his employment for good reason, Tweeter is obligated to continue to pay the respective executive an amount equal to his salary for one year or, in the case of Mr. Beshouri, his salary to the second anniversary of his employment agreement, if later.

Each of Kenneth L. Danielson and Christopher O Neil, executive officers of Sound Advice, has an employment agreement with Sound Advice providing for severance payments that are triggered upon essentially the same events, and payable in the same ratios to salary and bonus, as the existing agreements of Messrs. Beshouri and Blumberg described above. If Messrs. Danielson and O Neil were to terminate their employment in connection with the merger pursuant to these agreements, they would each be entitled to severance payments of $1,140,000. Messrs. Danielson and O Neil each have agreed to reduce the amounts payable to them under these agreements on account of the merger to $500,000.

Non-Competition Agreements:

Tweeter also has agreed to pay $1,900,000 to Mr. Beshouri and $725,000 to Mr. Blumberg as consideration for entering into new noncompetition agreements with Tweeter. Tweeter also has agreed to pay $640,000 to each of Messrs. Danielson and O Neil as consideration for entering into new noncompetition agreements with Tweeter.

Tweeter has agreed that any rights to indemnification for acts or omissions occurring prior to the merger effective date existing in favor of the current or former directors or officers of Sound Advice and its subsidiaries as of the date of the merger agreement shall continue in full force and effect in accordance with their terms. Tweeter has agreed to maintain in effect Sound Advice s current director s and officer s liability insurance policy (or provide a comparable policy) for the next six years.

Tweeter has increased the size of its board to create one vacancy and has agreed to nominate Peter Beshouri, the president and chief executive officer of Sound Advice, for election to the board, effective upon the closing of the merger, with an initial term expiring at Tweeter s annual meeting of stockholders to be held in 2004.

One of Tweeter s directors has a conflict of interest that may have influenced him to support or approve the issuance of the Tweeter common stock in the merger.

Samuel Bloomberg, the chairman of the board of Tweeter, and his wife Carolina currently own 10,000 shares of Sound Advice common stock, which they acquired between November 1997 and January 1998. Also, each of the Samuel Bloomberg Trust d/t/d 10/26/95 FBO Joshua Bloomberg and the Samuel Bloomberg Trust d/t/d 10/26/95 FBO Mikaela Bloomberg owns 15,000 shares of Sound Advice common stock, which was acquired in January 1998 and February 1998. Jeffrey Bloomberg (a director of Tweeter and Samuel Bloomberg s brother), Margaret Biller (Samuel Bloomberg s sister-in-law) and Carolina Bloomberg (Samuel Bloomberg s wife) are the trustees of both trusts.

As a result of Mr. Bloomberg s, his wife s and the trusts ownership of shares of Sound Advice, they will receive shares of Tweeter common stock in the merger. Tweeter stockholders should consider whether this might have influenced Mr. Bloomberg s decision to approve the merger agreement and recommend that Tweeter s stockholders approve the issuance of Tweeter common stock in the merger.

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The merger may fail to qualify as a tax-free reorganization, resulting in the recognition of taxable gains or losses on Sound Advice shares.

Tweeter and Sound Advice have structured the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Although the Internal Revenue Service has not provided a ruling on the matter, Tweeter and Sound Advice expect to obtain legal opinions from their respective legal counsel that the merger qualifies as a reorganization within the meaning of that section. Those opinions will not bind the Internal Revenue Service or prevent the Internal Revenue Service from adopting a contrary position. If the merger fails to qualify as a reorganization under that section and the companies decide to proceed with the merger, a Sound Advice stockholder generally would recognize gain or loss on each share of Sound Advice common stock surrendered in an amount equal to the difference between the stockholder s basis in that share and the fair market value of the Tweeter common stock received in exchange for that share at the effective time of the merger.

Failure to complete the merger could adversely affect the stock price of Tweeter and Sound Advice and their future businesses and operations and Sound Advice may be required to pay a termination fee to Tweeter.

If the merger is not completed for any reason, Tweeter and Sound Advice may be subject to a number of material risks, including the following:

- Sound Advice may be required under certain circumstances to pay to Tweeter a termination fee of $4 million;
- the price of Tweeter s or Sound Advice s common stock may decline to the extent that the current market price of their common stock reflects a market assumption that the merger will be completed; and
- costs incurred by Tweeter and Sound Advice related to the merger, such as legal, accounting and a portion of financial advisor fees, must be paid even if the merger is not completed.

Uncertainties associated with the merger may cause one or both companies to lose key employees.

Current employees of both companies may experience uncertainty about their future roles with the combined company. This uncertainty may adversely affect both companies ability to retain key management, sales and marketing personnel. Many of these employees may be critical to the business and operations of the combined company. In addition, prospective employees may be reluctant to join either company until the uncertainty concerning the merger is cleared up. The loss of key personnel may imperil the merger or lead to disruptions of the operations of each company or the combined entity. The loss of key personnel could also result in a loss of key information, expertise and know-how, which loss could result in future replacement costs such as recruitment and training.

The merger may go forward even if material adverse changes result from the announcement of the merger, the economy as a whole, industry-wide changes or other causes.

In general, either party can refuse to complete the merger if there is a material adverse change affecting the other party before the closing. Material adverse change does not include industry-wide changes, changes affecting the economy as a whole, and changes resulting from the announcement of the merger, even in the event such a change has a material adverse effect on Tweeter or Sound Advice. Accordingly, if one of these changes should happen before the closing, neither party will be allowed to refuse to complete the merger. In addition, fluctuations in the market price (unless the average daily closing price as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger decreases to below $18 per share) or trading volume of Tweeter common stock or the failure of Tweeter to meet or exceed analysts expectations will not allow Sound Advice to refuse to complete the merger. If adverse changes occur but Tweeter and Sound Advice must still complete the merger, Tweeter s stock price may suffer. This in turn may reduce the value of the transaction to stockholders.

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The market price of Tweeter common stock may decline as a result of the merger.

The market price of Tweeter common stock may decline as a result of the merger if:

- the integration of Tweeter and Sound Advice is unsuccessful or delayed;
- Tweeter does not achieve the perceived benefits of the merger as rapidly or to the extent anticipated by financial or industry analysts or investors; or
- the effect of the merger on Tweeter s financial results is not consistent with the expectations of financial or industry analysts or investors.

The market price of the Tweeter common stock could also decline as a result of factors related to the merger which may currently be unforeseen.

The merger could harm key third-party relationships.

The present and potential relationships of Tweeter and Sound Advice with customers and other third parties with whom the two companies have relationships may be harmed by the proposed merger. Such uncertainty may cause these parties to delay purchasing and other decisions.

Risks Related to Tweeter

Risks Associated with Growth

Tweeter s business plans call for the opening, or acquiring through strategic acquisitions, of new stores in both existing and new geographic markets. We may not be able to achieve our planned expansion or to effectively integrate any new stores into our existing operations. The opening of additional stores in new geographic markets could present competitive and merchandising challenges different from those we currently or previously faced within our existing geographic markets. In addition, we may incur higher costs related to advertising, administration and distribution as we enter new markets.

There are a number of factors that could affect our ability to open or acquire new stores consistent with our business plans. These factors also affect the ability of any newly opened or acquired stores to achieve sales and profitability levels comparable with our existing stores, or to become profitable at all. These factors include:

- The identification and acquisition of suitable sites and the negotiation of acceptable leases for such sites;
- The identification of existing audio and video consumer electronics retailers appropriate for strategic acquisition;
- The successful consummation of such acquisitions;
- The obtaining of governmental and other third-party consents, permits and licenses needed to operate such additional sites;
- The hiring, training and retention of skilled personnel;
- The availability of adequate management and financial resources;
- The adaptation of our distribution and other operational and management systems to an expanded network of stores;
- The ability and willingness of vendors to supply on a timely basis at competitive prices; and
- Continued consumer demand for our products at levels that can support acceptable profit margins.

In addition, our rapid expansion through the opening or acquisition of new stores will place significant demands on our management, resources, operations and information systems. Such expansion requires us

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to expend significant effort and additional resources to ensure the continuing adequacy of our financial controls, operating procedures, information systems, product purchasing and distribution systems and employee training programs. We also need to attract and retain additional qualified personnel, including new store managers, for such new stores.

Our continued growth also depends on our ability to increase sales in our existing stores. The opening of additional stores in an existing market could result in lower net sales at our existing stores in that market.

Risks Associated with Acquisitions

Integration of newly acquired stores may involve significant delay or expense. Additional suitable acquisition candidates may not be identified. Further, we may not consummate acquisitions of any identified candidates and new stores acquired through such acquisitions may not operate profitably or integrate successfully into our operations. Previously acquired stores have had, and newly acquired stores may have, different merchandising, advertising, store format and operating approaches from our existing stores, and our success in integrating such stores will depend on our ability to effect significant changes in the operations of such stores to conform to our approach in these areas. We may not be successful in effecting such changes without an adverse effect on the revenues or profitability of such stores. In addition, future acquisitions could involve the issuance of equity securities which could dilute the holdings of existing stockholders. Future acquisitions could also involve the incurrence of debt and contingent liabilities, and amortization expenses related to goodwill and other intangible assets, any of which could have a material adverse effect on our results of operations or financial condition.

Dependence on Key Personnel

Our success depends upon the active involvement of senior management personnel, particularly Samuel J. Bloomberg, Tweeter s Chairman of the Board, Jeffrey Stone, Tweeter s President and Chief Executive Officer and Joseph McGuire, Tweeter s Chief Financial Officer. The loss of the full-time services of Messrs. Stone, Bloomberg, McGuire or other members of senior management could have a material adverse effect on Tweeter s results of operations and financial condition. Except for employment contracts with Messrs. Stone, Bloomberg, and McGuire, Tweeter does not have employment agreements with any members of its senior management team. Tweeter currently maintains key-man life insurance on the lives of Messrs. Bloomberg and Stone in the amounts of $1,000,000 and $5,000,000, respectively.

Risks Associated with Competition

The retail consumer electronics industry is highly competitive. Tweeter currently competes against a diverse group of retailers, including several national and regional large format merchandisers and superstores, such as Circuit City and Best Buy, which sell, among other products, audio and video consumer electronics products similar and often identical to those Tweeter sells. Tweeter also competes in particular markets with a substantial number of retailers that specialize in one or more types of consumer electronic products that Tweeter sells. Certain of these competitors have substantially greater financial resources than Tweeter that may increase their ability to purchase inventory at lower costs or to initiate and sustain price competition. In addition, the large format stores are continuing to expand their geographic markets, and such expansion may increase price competition within those markets. A number of different competitive factors could have a material adverse effect on Tweeter s results of operations and financial condition, including:

Increased operational efficiencies of competitors;

Competitive pricing strategies;

Expansion by existing competitors;

Entry by new competitors into markets in which Tweeter is currently operating; or

Adoption by existing competitors of innovative store formats or retail sales methods.

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Seasonal and Quarterly Fluctuations in Sales

Seasonal shopping patterns affect our business, like that of many retailers. The fourth calendar quarter, which is Tweeter s first fiscal quarter and which includes the December holiday shopping period, has historically contributed, and is expected to continue to represent, a substantial portion of Tweeter s operating income for its entire fiscal year. As a result, any factors negatively affecting Tweeter during such calendar quarter of any year, including adverse weather or unfavorable economic conditions, would have a material adverse effect on Tweeter s results of operations for the entire year. More generally, Tweeter s quarterly results of operations may fluctuate based upon such factors as:

The timing of new store openings and new store acquisitions;

The amount of store pre-opening expenses;

The amount of net sales contributed by new and existing stores;

The mix of consumer electronic products sold in its stores;

Profitability of sales of particular products; and

Other competitive factors.

Fluctuations in Comparable Store Sales

A number of factors have historically affected, and will continue to affect, Tweeter s comparable store sales results, including, among other factors:

Competition;

General regional and national economic conditions;

Consumer trends;

Changes in Tweeter s product mix;

Timing of promotional events;

New product introductions; and

Tweeter s ability to execute its business strategy effectively.

Tweeter does not expect comparable store sales to increase at historical rates, and comparable store sales may decrease in the future. Changes in Tweeter s comparable store sales results could cause the price of the common stock to fluctuate substantially.

Potential Need for Additional Financing

Financing for the opening and acquisition of new stores may be in the form of debt or equity or both and may not be available on terms acceptable to Tweeter, if at all. We estimate that the average cash investment, including pre-opening expenses for tenant fit-out, demonstration and inventory (net of payables), required to open a store to be approximately $1,115,000. The actual cost of opening a store may be significantly greater than such current estimates, however, and we may need to seek additional debt and/or equity financing in order to fund our continued expansion through 2001 and beyond. In addition, our ability to incur additional indebtedness or issue equity or debt securities could be limited by covenants in present and future loan agreements and debt instruments. Additional issuances of equity by Tweeter may result in dilution to existing stockholders.

Changes in Consumer Demand and Preferences

Tweeter s success depends on its ability to anticipate and respond in a timely manner to consumer demand and preferences regarding audio and video consumer electronics products and changes in such demand and preferences. Consumer spending patterns, particularly discretionary spending for products such

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as those Tweeter markets, are affected by, among other things, prevailing economic conditions. In addition, the periodic introduction and availability of new products and technologies at price levels which generate wide consumer interest stimulate the demand for audio and video consumer electronics products. Also, many products which incorporate the newest technologies, such as DVD and high-definition television, are subject to significant technological and pricing limitations and to the actions and cooperation of third parties such as television broadcasters or movie distributors. It is possible that these products or other new products will never achieve widespread consumer acceptance. Furthermore, the introduction or expected introduction of new products or technologies may depress sales of existing products and technologies. Significant deviations from the projected demand for products Tweeter sells would have a materially adverse effect on its results of operations and financial condition, either from lost sales or lower margins due to the need to mark down excess inventory. Any sustained failure by Tweeter to identify and respond to changes in consumer demand and preferences would have a material adverse effect on Tweeter s results of operations and financial condition.

Dependence on Suppliers

The success of Tweeter s business and growth strategy depends to a significant degree upon its suppliers, particularly its brand-name suppliers of stereo and video equipment such as Sony, Mitsubishi, Yamaha, Boston Acoustics and Panasonic. Tweeter does not have any supply agreements or exclusive arrangements with any vendors. Tweeter typically orders its inventory through the issuance of individual purchase orders to vendors. In addition, Tweeter relies heavily on a relatively small number of suppliers. Tweeter s two largest suppliers accounted for approximately 43% of its sales during fiscal 2000. The loss of any of these key vendors or the failure by Tweeter to establish and maintain relationships with these or other vendors could have a material adverse effect on Tweeter s results of operations and financial condition and its expansion. It is possible, especially given Tweeter s growth strategy, that Tweeter will be unable to acquire sufficient quantities or an appropriate mix of consumer electronic products at acceptable prices, if at all. Specifically, Tweeter s ability to establish additional stores in existing markets and to penetrate new markets depends to a significant extent on the willingness and ability of vendors to supply those additional stores, and vendors may not be willing or able to do so. As we continue to open or acquire new stores, the inability or unwillingness of suppliers to supply some or all of their products to us at acceptable prices in one or more markets could have a material adverse effect on our results of operations and financial condition.

Uncertainty of Intellectual Property Rights

Our Tweeter, etc. and Bryn Mawr Stereo service marks have been registered with the United States Patent and Trademark Office. Tweeter has not registered the HiFi Buys service mark and is aware that other consumer electronics retailers use the name HiFi Buys outside Tweeter s current geographical markets. Tweeter has submitted applications for registration of certain other of its service marks, which applications are currently pending. Tweeter may be unable to successfully register such service marks. In addition, Tweeter s service marks, whether registered or unregistered, and patents may not be effective to protect its intellectual property rights, and infringement or invalidity claims may be asserted by third parties in the future. Any such assertions, if proven to be true, could have a material adverse effect on Tweeter s results of operations and financial condition.

Significant Ownership by Principal Stockholders

Tweeter s executive officers, directors and principal stockholders and their affiliates own approximately 9% of Tweeter s outstanding common stock (not including options exercisable within 60 days). As a result, those parties might be able to significantly influence Tweeter s affairs if they were to act together.

Effect of Certain Charter and By-law Provisions; Anti-Takeover Provisions

Tweeter s corporate charter and by-laws, as well as certain provisions of the Delaware General Corporation Law, contain provisions which may deter, discourage or make more difficult a change in

control of Tweeter, even if such a change in control would be in the interest of a significant number of Tweeter s stockholders or if such change in control would provide such stockholders with a substantial premium for their shares over then current market prices. For example, the charter authorizes Tweeter s Board of Directors to issue one or more classes of preferred stock, having such designations, rights and preferences as they determine, and such issuances may, among other things, have an adverse effect on the rights of holders of common stock.

Tweeter s stockholders have no right to take action by written consent and may not call special meetings of stockholders. An amendment of certain provisions of the charter requires the affirmative vote of at least 75% of the shares of voting stock then outstanding. Any amendment of the bylaws by the stockholders requires the vote of at least 75% of the shares present in person or represented by proxy at a stockholders meeting. The charter also provides for the staggered election of directors to serve for one, two and three-year terms, and for successive three-year terms thereafter, subject to removal only for cause upon the vote of not less than 75% of the shares of common stock represented at a stockholders meeting.

In addition, under the terms of Tweeter s Stockholder Rights Plan, in general, if a person or group acquires more than 15% of the outstanding shares of common stock, all other stockholders of Tweeter would have the right to purchase securities from Tweeter at a discount to such securities fair market value, thus causing substantial dilution to the holdings of the acquiring person. The Stockholder Rights Plan may inhibit a change in control and, therefore, could adversely affect the stockholders ability to realize a premium over the then-prevailing market price for the common stock in connection with such a transaction.

Volatility of Stock Price

The trading price of our common stock has been and is likely to continue to be highly volatile and could be subject to wide fluctuations in response to a variety of internal and external factors. The stock market in general, and the Nasdaq National Market in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of particular companies. These broad market factors may have a material adverse effect on the market price of our common stock, regardless of our actual operating performance. In the past, following periods of volatility in the market price of a company s securities, securities class-action litigation has often been instituted against such companies. Such litigation, if instituted, could result in substantial costs and a diversion of management s attention and resources, which would materially adversely affect Tweeter s results of operations and financial condition.

Risks Related to Sound Advice

If new products are not introduced or accepted by consumers, or if Sound Advice does not accurately predict and respond to consumer demands for new products, its business will be negatively affected.

The demand for Sound Advice s products depends to a large extent on the periodic introduction and availability of new products and technologies by third parties. Many products that incorporate the newest technologies, such as DVD and HDTV, are subject to significant technological changes and pricing limitations. They are also subject to the actions and cooperation of third parties such as cable and satellite television broadcasters and movie distributors. These products or other new products, including new digital formats, may never achieve widespread consumer acceptance. Furthermore, the introduction or expected introduction of new products or technologies may depress sales of existing products and technologies, without a comparable increase in sales of new products in the same period due to uncertainty regarding consumer acceptance of the new products. Significant deviation from the projected demand for products Sound Advice sells may have a material adverse effect on our results of operations and financial condition, either from lost sales or lower margins due to the need to mark down excess inventory. Any sustained failure by Sound Advice to identify and respond to changes in consumer demand and preferences would have a material adverse effect on Sound Advice s results of operations and financial condition.

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A decline in general economic conditions could result in reduced consumer demand for the products Sound Advice sells and could negatively affect its business.

When general economic conditions are uncertain or negative, consumers may choose to spend less on luxury items. As such, a downturn in the U.S. economy or an uncertain economic outlook could cause a decrease in the consumer demand for many of the products that Sound Advice markets. Current economic volatility may negatively affect Sound Advice s results of operations for fiscal 2002.

Sound Advice operates in a highly competitive business environment and may not be able to sustain its profitability.

The retail consumer electronics industry is highly competitive. Sound Advice primarily competes against retailers that specialize in one or more types of consumer electronics. Sound Advice also competes against national and regional large format merchandisers and superstores, such as Circuit City and Best Buy, which sell, among other products, audio and video consumer electronics similar and in some cases identical to those Sound Advice sells. The large format stores continually expand their geographic markets, and that expansion may increase competition within Sound Advice s markets. To a lesser extent, Sound Advice competes with Internet retailers of electronic goods. Some of Sound Advice s competitors have substantially greater financial resources than Sound Advice does, which may increase their ability to purchase inventory at lower costs or to initiate and sustain predatory price competition. A number of different competitive factors could have a material adverse effect on Sound Advice s results of operations and financial condition, including: adoption by existing competitors of a merchandising strategy of upscale products within innovative store formats; pricing strategies on identical products; expansion by existing competitors; entry by new competitors into markets in which Sound Advice currently operates; and increased operational efficiencies of competitors.

If Sound Advice does not manage growth well, its business will be negatively affected.

Sound Advice s future growth depends on its ability to open new stores in both existing and new geographic markets and to operate those stores profitably. Sound Advice may not be able to achieve successful expansion or to integrate effectively any new stores into its existing operations. If it opens additional stores in new geographic markets, it may face competitive and merchandising challenges different from those it currently faces or previously faced within its existing geographic markets. In addition, Sound Advice may incur higher costs related to advertising, administration and distribution as it enters new markets. There are a number of factors which could affect its ability to open new stores. Some of these factors also affect the ability of Sound Advice s newly opened stores to achieve sales and profitability levels comparable with its existing stores, or to become profitable at all. These factors include: Sound Advice s identification and acquisition of suitable sites and the negotiation of acceptable leases for its stores; Sound

Advice s ability to hire, train and retain skilled personnel; the availability of adequate management and financial resources; Sound Advice s ability to adapt its distribution and other operational and management systems to an expanded network of stores; the ability and willingness of vendors to supply products to Sound Advice on a timely basis at competitive prices; continued consumer demand for Sound Advice products at levels that can support acceptable profit margins; Sound Advice s ability to effectively compete in new markets; and Sound Advice s ability to achieve cost effective print and radio advertising.

Since a majority of Sound Advice stores are located in the state of Florida, its business could be materially harmed by conditions affecting the state of Florida.

Out of the 33 stores Sound Advice operates, 30 stores are located in the State of Florida. The geographical concentration of the stores makes Sound Advice particularly vulnerable to adverse events in these markets, including regional competition, unfavorable regional economic conditions or adverse weather events such as hurricanes.

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Sound Advice experiences seasonal fluctuations in its sales which result in fluctuations in quarterly results.

Seasonal shopping patterns affect Sound Advice s business. The fourth quarter, which includes the holiday shopping season, generates a substantial portion of Sound Advice s operating income. As a result, any factors negatively affecting Sound Advice during the fourth calendar quarter, including insufficient quantities of products from vendors or adverse weather, could have a material adverse effect on Sound Advice s results of operations for the entire year.

Sound Advice s operating results and comparable store sales may fluctuate significantly in the future.

Sound Advice s quarterly results of operations and comparable store sales may fluctuate based upon the following factors: timing of new store openings and new store acquisitions; the amount of net sales contributed by new and existing stores; its sales mix; profitability of sales of particular products; consumer trends; changes in Sound Advice s product offering; timing of promotional events; adverse weather conditions; opening of new stores within geographic areas where it has existing stores; and the amount of store pre-opening expenses.

Sound Advice s executive officers are important to its business and their loss would negatively affect Sound Advice.

Sound Advice s success depends upon the active involvement of senior management personnel, particularly Peter Beshouri, its Chairman of the Board, Chief Executive Officer and President, and Michael Blumberg, its Senior Vice President. The loss of the full-time services of Messrs. Beshouri or Blumberg or other members of senior management could have a material adverse effect on Sound Advice s results of operations and financial condition.

Sound Advice relies on a limited number of suppliers and is dependent on continued relationships with them.

The success of Sound Advice s business depends to a significant degree upon its ability to obtain merchandise from its suppliers, particularly its brand-name suppliers of stereo and video equipment such as Sony, Mitsubishi, Panasonic, Yamaha, B&W, Alpine and Bang & Olufsen. Sound Advice does not have any long term merchandise purchase contracts with any manufacturers or other vendors and typically orders its inventory through purchase orders. Of the approximately 150 manufacturers from whom Sound Advice purchases products, five accounted for approximately 56% of our purchases during fiscal 2001. The loss of any of these key vendors or Sound Advice s failure to establish and maintain relationships with these or other vendors could have a material adverse effect on Sound Advice s results of operations and financial condition. It is possible that Sound Advice will be unable to acquire sufficient quantities or an appropriate mix of consumer electronics at acceptable prices.

Costs and availability of the inventory Sound Advice purchases from foreign vendors or their domestic affiliates may be subject to greater unpredictability than domestically purchased inventory.

Sound Advice purchase a portion of its inventory from overseas vendors, particularly vendors headquartered in Japan or their domestic affiliates. While all of Sound Advice s purchases are made in U.S. dollars, changes in trade regulations, currency fluctuations or other factors may increase the cost of items Sound Advice purchases from foreign vendors or create shortages of these items, which could in turn have a material adverse effect on its results of operations and financial condition.

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THE SPECIAL MEETINGS

General

Tweeter

We are furnishing this joint proxy statement/prospectus to holders of Tweeter common stock in connection with the solicitation of proxies by the Tweeter board of directors for use at the special meeting of stockholders of Tweeter to be held on , 2001, and at any adjournment or postponement thereof.

This joint proxy statement/ prospectus is first being mailed to Tweeter stockholders on or about , 2001.

Sound Advice

We are furnishing this joint proxy statement/ prospectus to holders of Sound Advice common stock in connection with the solicitation of proxies by the Sound Advice board of directors for use at the special meeting of stockholders of Sound Advice to be held on , 2001, and at any adjournment or postponement thereof.

This joint proxy statement/ prospectus is first being mailed to Sound Advice stockholders on or about , 2001. This joint proxy statement/ prospectus is also furnished to Sound Advice stockholders as a prospectus in connection with the issuance by Tweeter of Tweeter common stock as contemplated by the merger agreement.

Date, Time, and Place

Tweeter

The Tweeter special meeting will be held on , 2001, at a.m., local time, at the offices of Goulston & Storrs, P.C., 400 Atlantic Avenue, Boston, Massachusetts 02110.

Sound Advice

The Sound Advice special meeting will be held on , 2001, at a.m., local time, at the Hollywood Sound Advice store at 4150 North 28 Terrace, Hollywood, Florida 33021.

Matters to be Considered at the Special Meetings

Tweeter

At the Tweeter special meeting and any adjournment or postponement thereof, Tweeter stockholders will be asked to consider and vote upon:

a proposal to approve the issuance of shares of Tweeter common stock as contemplated by the merger agreement;

the election of Peter Beshouri to the board of directors of Tweeter, effective upon the closing of the merger, with an initial term expiring at Tweeter s annual stockholders meeting to be held in 2004;

approval of Tweeter s 1998 Stock Option and Incentive Plan, in order to maintain the plan s eligibility for exemption from the limits on deductibility of compensation set forth in Section 162(m) of the Internal Revenue Code of 1986;

approval of an amendment to Tweeter s 1998 Stock Option and Incentive Plan increasing the number of shares available for issuance under the plan; and

approval of an amendment to the eligibility requirements of Tweeter s Employee Stock Purchase Plan to insure the plan s compliance with Section 423 of the Internal Revenue Code of 1986.

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Sound Advice

At Sound Advice s special meeting and any adjournment or postponement thereof, Sound Advice stockholders will be asked to consider and vote upon:

a proposal to approve the merger agreement and the merger; and

any other business that may properly come before the special meeting.

Record Date

Tweeter

Tweeter s board has fixed the close of business on , 2001 as the record date for the determination of Tweeter stockholders entitled to notice of and to vote at the Tweeter special meeting.

Sound Advice

Sound Advice s board has fixed the close of business on , 2001 as the record date for the determination of Sound Advice stockholders entitled to notice of and to vote at the Sound Advice special meeting.

Voting of Proxies

Tweeter

The Tweeter board of directors requests that Tweeter stockholders complete, sign and date the accompanying proxy and promptly return it in the accompanying envelope or otherwise mail it to Tweeter.

Alternatively, Tweeter stockholders may vote either by telephone or the Internet as follows:

For Shares Directly Registered in the Name of the Stockholder.

Tweeter stockholders with shares registered directly with EquiServe may vote those shares telephonically by calling EquiServe at 1-877-779-8683 (within the U.S. and Canada only, toll-free), or via the Internet at EquiServe s voting Web site (www.eproxyvote/twtr.com).

For Shares Registered in the Name of a Broker or a Bank.

A number of brokers and banks are participating in a program provided through ADP Investor Communication Services that offers telephone and Internet voting options. This program is different from the program provided by EquiServe for shares registered directly in the name of the stockholder. If your shares are held in an account with a broker or a bank participating in the ADP Investor Communication Services program, you may be able to vote those shares telephonically by calling the telephone number shown on the voting form received from your broker or bank, or via the Internet at ADP Investor Communication Services voting Web site (www.proxyvote.com).

General Information for All Shares Voted Via the Internet or By Telephone.

Votes submitted via the Internet or by telephone must be received by a.m. E.S.T. on , 2001. Submitting your proxy via the Internet or by telephone will not affect your right to vote in person should you decide to attend the Tweeter special meeting. The telephone and Internet voting procedures are designed to authenticate stockholders identities, to allow stockholders to give their voting instructions and to confirm that stockholders instructions have been recorded properly. Stockholders voting via the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies that must be borne by the stockholder.

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For Shares Voted Held in Street Name

Brokers holding shares in street name may vote the shares only if the stockholder provides instructions on how to vote. Brokers will provide directions to you on how you can instruct your broker to vote the shares.

All properly executed proxies that Tweeter receives prior to the vote at the Tweeter special meeting, and that are not revoked, will be voted in accordance with the instructions indicated on the proxies or, if no instructions are indicated:

- to approve the issuance of shares of Tweeter common stock as contemplated by the merger agreement;

- to elect Peter Beshouri to the board of directors of Tweeter, effective upon the closing of the merger, with an initial term expiring at Tweeter s annual stockholders meeting to be held in 2004;

to approve Tweeter s 1998 Stock Option and Incentive Plan, in order to maintain the plan s eligibility for exemption from the limits on deductibility of compensation set forth in Section 162(m) of the Internal Revenue Code of 1986;

to approve an amendment to Tweeter s 1998 Stock Option and Incentive Plan increasing the number of shares available for issuance under the plan; and

to approve an amendment to the eligibility requirements of Tweeter s Employee Stock Purchase Plan to insure the plan s compliance with Section 423 of the Internal Revenue Code of 1986.

Tweeter s board does not currently intend to bring any other business before the special meeting and, so far as the Tweeter board knows, no other matters are to be brought before the special meeting. If other business properly comes before the special meeting, the proxies will be voted in accordance with the judgment of the proxyholders.

A stockholder of record may revoke his or her proxy at any time prior to its use:

by delivering to the secretary of Tweeter a signed notice of revocation or a later-dated, signed proxy, including a proxy given by telephone or through the Internet; or

by attending the special meeting and voting in person.

Attendance at the special meeting does not in itself constitute the revocation of a proxy.

Sound Advice

The Sound Advice board of directors requests that stockholders of Sound Advice complete, sign and date the accompanying proxy and promptly return it in the accompanying envelope or otherwise mail it to Sound Advice.

Brokers holding shares in street name may vote the shares only if the stockholder provides instructions on how to vote. Brokers will provide directions to you on how you can instruct your broker to vote the shares.

All properly executed proxies that Sound Advice receives prior to the vote at the Sound Advice special meeting, and that are not revoked, will be voted in accordance with the instructions indicated on the proxies or, if no instructions are indicated, to approve the merger agreement and the merger. Sound Advice s board does not currently intend to bring any other business before the special meeting and, so far as Sound Advice s board knows, no other matters are to be brought before the special meeting. If other business properly comes before the special meeting, the proxies will be voted in accordance with the judgment of the proxyholders.

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A stockholder of record may revoke his or her proxy at any time prior to its use:

by delivering to the secretary of Sound Advice a signed notice of revocation or a later-dated, signed proxy; or

by attending the special meeting and voting in person.

Attendance at the special meeting does not in itself constitute the revocation of a proxy.

Votes Required

Tweeter

As of the close of business on , 2001, the record date, there were shares of Tweeter common stock outstanding and entitled to vote. The affirmative vote of holders of a majority of the shares of Tweeter common stock present or represented by proxy and entitled to vote at the special meeting is required to approve the issuance of shares of Tweeter common stock in the merger, to approve Tweeter s 1998 Stock Option and Incentive Plan, to approve the amendment of Tweeter s 1998 Stock Option and Incentive Plan and to approve the amendment of Tweeter s Employee Stock Purchase Plan. A plurality of the votes cast in person or by proxy is required for the election of Peter Beshouri to the Tweeter board of directors. Tweeter stockholders have one vote per share of Tweeter common stock held as of the record date.

As of June 11, 2001, directors and executive officers of Tweeter beneficially owned an aggregate of 2,180,789 shares of Tweeter common stock (including any shares issuable upon the exercise of options that are exercisable within sixty days of June 11, 2001), or approximately 11.3% of the shares of Tweeter common stock outstanding on such date. Pursuant to a stockholder agreement and proxy, a copy of which is attached to this joint proxy statement/prospectus as Appendix C, some of the directors and executive officers of Tweeter have agreed to vote all of their shares of Tweeter common stock for approval of the issuance of the Tweeter common stock in the merger and any other transactions contemplated by the merger agreement. See Related Agreements Stockholder Agreement and Proxy.

Sound Advice

As of the close of business on , 2001, the record date, there were shares of Sound Advice common stock outstanding and entitled to vote. The holders of a majority of the shares of Sound Advice common stock outstanding and entitled to vote at the special meeting must adopt and approve the merger agreement and approve the merger. Sound Advice stockholders have one vote per share of Sound Advice common stock held as of the record date.

As of May 15, 2001, directors and executive officers of Sound Advice beneficially owned an aggregate of 1,600,017.9 shares of Sound Advice common stock, including any shares issuable upon the exercise of options all of which are currently exercisable, or approximately 33.33% of the shares of Sound Advice common stock outstanding on such date. Under a stockholder proxy, in the form attached as Appendix B hereto, directors and executive officers of Sound Advice, who beneficially own an aggregate of approximately 19.3% of Sound Advice s outstanding common stock (exclusive of any shares issuable upon the exercise of options), have granted Tweeter designees an irrevocable proxy to vote all of their shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction. See Related Agreements Stockholder Proxy. In addition, Tweeter holds approximately 7.6% of Sound Advice s outstanding common stock, and will (as required under the merger agreement) vote all of its shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction. Furthermore, Samuel Bloomberg, the chairman of the board of Tweeter, his wife, and the Samuel Bloomberg Family Trusts collectively hold approximately 1% of Sound Advice s outstanding common stock, and they plan to vote all of their shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction.

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Quorum; Abstentions and Broker Non-Votes

Tweeter

The required quorum for the transaction of business at the Tweeter special meeting is a majority of the shares of Tweeter common stock issued and outstanding, and entitled to vote, on the record date. Abstentions and broker non-votes each will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum. Brokers holding shares for beneficial owners cannot vote on the actions proposed in this joint proxy statement/prospectus without the owners specific instructions. Accordingly, Tweeter stockholders are urged to vote their shares by returning the enclosed proxy card marked to indicate their vote or granting their proxy by telephone or through the Internet. Abstentions and broker non-votes will have the same effect as a vote against all Tweeter proposals, except that abstentions and broker non-votes will have no effect on the proposed election of Peter Beshouri to the Tweeter board of directors.

Sound Advice

The required quorum for the transaction of business at the Sound Advice special meeting is a majority of the aggregate voting power of the common stock issued and outstanding on the record date. Abstentions and broker non-votes will each be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum. Brokers holding shares for beneficial owners cannot vote on the actions proposed in this joint proxy statement/ prospectus without the owners specific instructions. Accordingly, Sound Advice stockholders are urged to vote their shares by returning the enclosed proxy card marked to indicate their vote. Abstentions and broker non-votes will have the same effect as votes against approval of the merger agreement and the merger. In addition, the failure of a Sound Advice stockholder to return a proxy or otherwise vote will have the effect of a vote against the approval of the merger agreement and the merger.

Solicitation of Proxies and Expenses

Tweeter has retained the services of Corporate Investor Communications to assist in the solicitation of proxies from Tweeter stockholders. The fee to be paid to such firm for such services by Tweeter is not expected to exceed $, plus reasonable out-of-pocket expenses.

Sound Advice has retained the services of to assist in the solicitation of proxies from Sound Advice stockholders. The fee to be paid to such firm for such services by Sound Advice is not expected to exceed $, plus reasonable out-of-pocket expenses.

In addition to solicitation by mail, the directors, officers and employees of Tweeter and Sound Advice may solicit proxies from their respective stockholders by telephone, facsimile, e-mail or in person. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward soliciting materials to beneficial owners and will be reimbursed for their reasonable expenses incurred in sending proxy materials to beneficial owners.

THE MERGER

This section of the joint proxy statement/prospectus describes material aspects of the proposed merger, including the merger agreement which is attached as Appendix A and incorporated herein by reference. While Tweeter and Sound Advice believe that this description covers the material terms of the merger and the related transactions, this summary may not contain all of the information that is important to Tweeter stockholders and Sound Advice stockholders. Stockholders of both companies should read carefully and in their entirety the entire merger agreement and the other documents we refer to for a more complete understanding of the merger.

Background of the Merger

As a regular part of their business planning process, Tweeter and Sound Advice have from time to time each considered opportunities for expanding and strengthening their retail operations of specialty mid to high end audio and video consumer electronics stores, including strategic acquisitions, business combinations, investments, and joint ventures.

Jeffrey Stone and Peter Beshouri, respective chief executive officers of Tweeter and Sound Advice, have a long-standing business relationship. Both have been members of the Progressive Retailers Organization (PRO), a buying group, for over ten years and for the last several years both individuals have served on PRO s board of directors. Additionally, Messrs. Stone and Beshouri have had periodic phone contact over the years discussing such topics as the state of the industry, hot product categories and issues in the operation of their respective business.

In March of 1998, the Tweeter board of directors discussed the current stock price and a potential acquisition of Sound Advice. At this meeting, the board of directors approved open market purchases of up to 4.9% of the outstanding common stock of Sound Advice. Immediately following this meeting, Tweeter began to engage in open market purchases of Sound Advice common stock. Between March of 1998 and February 1999, Tweeter acquired 137,000 shares of Sound Advice common stock at an aggregate cost of $349,086.

In February of 1999, Messrs. Stone and Beshouri had a conversation about merging the companies, but the result of the conversation was inconclusive. Based on Sound Advice s then current operating income, Tweeter did not believe it could offer a price that Sound Advice would find attractive.

At a regularly scheduled PRO meeting in September of 1999, Messrs. Stone and Beshouri met and talked about a possible merger of the companies. They discussed Sound Advice s business operations, its improving profitability, and potential synergies between the companies. Tweeter updated its internal models for Sound Advice during the ensuing weeks and Sound Advice provided Tweeter with internal numbers and projections to assist in the modeling efforts. At a Tweeter board of directors meeting on October 6, 1999, the Tweeter board discussed and approved approaching Sound Advice management with the idea of a pooling-of-interests transaction, valuing Sound Advice at $15.50 per share in an all stock pooling transaction. Jeff Stone communicated this proposal to Peter Beshouri in a letter to Mr. Beshouri dated October 7, 1999. The letter indicated that any cash offer from Tweeter would have to be significantly below $15.00 per share.

Over the next two weeks, many telephone discussions about this proposal took place between Mr. Stone and Mr. Beshouri. These discussions culminated in a revised offer letter to Mr. Beshouri dated October 25, 1999. In this letter Tweeter offered to acquire 100% of the outstanding Sound Advice shares in return for Tweeter shares at a floating exchange ratio that valued Sound Advice shares at $15.50. The letter contemplated fixed ratios if the market price for Tweeter s shares was below $35 or above $45, so that the value of the consideration to be paid per Sound Advice share would adjust downward from $15.50 for market prices below $35 per share and upward from $15.50 for market prices above $45 per share. The offer was conditioned on pooling-of-interests accounting being available. Mr. Beshouri rejected this offer, informing Mr. Stone that there was too much risk in Tweeter stock as it was trading at or near its all time high, and further advised Mr. Stone that Sound Advice would not consider any transaction in which Sound Advice shares were valued under $20 per share.

No other substantive merger discussions took place until January 2001, when Mr. Stone, Joseph McGuire, Tweeter s chief financial officer, Samuel Bloomberg, Tweeter s chairman of the board, Mr. Beshouri and Kenneth

Danielson, Sound Advice s chief financial officer, met at the Consumer Electronics Show in Las Vegas. At that time, the group again discussed the benefits of merging the companies. The parties left these discussions with a significant difference in their view of the valuation that should be afforded to Sound Advice and no plan of action to proceed further.

At a Tweeter board of directors meeting on January 22, 2001, the board authorized Tweeter management to renew its open market purchases of Sound Advice stock.

On January 24, 2001, Sound Advice engaged U.S. Bancorp Piper Jaffray to render financial advisory services in connection with the possible sale of Sound Advice to a third party.

As a result of additional open market purchases, Tweeter filed a Schedule 13D with the SEC on February 16, 2001 reflecting an increase in its beneficial ownership of Sound Advice shares to 7.6% of Sound Advice s outstanding common stock, or 8.5% including shares held beneficially by Samuel Bloomberg, Tweeter s Chairman of the Board. Messrs. Stone and Beshouri discussed this filing on February 17, 2001. During this call, Mr. Beshouri inquired if Tweeter planned to make a hostile bid for Sound Advice. Mr. Stone stated that it was not Tweeter s intention to do so as it preferred to enter into a negotiated transaction, but that he could not promise that such a bid would not be made in the future.

On Saturday, April 28, 2001, Mr. Stone received a call from Mr. Beshouri informing him that he had retained U.S. Bancorp Piper Jaffray to render financial advisory services in connection with the negotiation of the sale of Sound Advice to a third party. Mr. Beshouri informed Mr. Stone that he was making a courtesy call to Mr. Stone to notify him of this, due to their relationship and the discussions that had occurred in the past relative to a merger between Tweeter and Sound Advice. Mr. Beshouri said that since Tweeter had not been able to offer the price that he had been looking for in the past, selling to another party was the preferred thing for Sound Advice to do. Mr. Stone told Mr. Beshouri that Tweeter was capable of making a competitive bid, in part because Sound Advice was showing significant improvement in its operating profit.

On Tuesday, May 1, 2001, Tweeter signed a confidentiality agreement with U.S. Bancorp Piper Jaffray, acting as agent for Sound Advice. On Wednesday, May 2, 2001 and over the next several days, Tweeter requested from U.S. Bancorp Piper Jaffray and received various due diligence materials concerning Sound Advice.

On Monday, May 7, 2001, U.S. Bancorp Piper Jaffray sent a letter to Mr. Stone requesting a firm offer from Tweeter no later than Friday, May 18, 2001.

At a May 10, 2001 meeting in Fort Lauderdale, Florida, Mr. Beshouri, Mr. Danielson, Michael Blumberg, and Christopher O Neil were in attendance for Sound Advice and Mr. Stone, Mr. McGuire, and Mr. Bloomberg were in attendance for Tweeter. Present for U.S. Bancorp Piper Jaffray were Doug Whittaker and Eric Cremers. At this meeting, Sound Advice management presented an analysis of current operations, and discussed plans and budgets for the coming 18 months. Much time was spent discussing assumptions and planning regarding those budgets and assumptions.

On Friday, May 11, 2001, Tweeter management met informally with some members of its board of directors to update them on the status of the Sound Advice discussions. At this meeting it was decided to pursue negotiations toward entering into a letter of intent that would provide Tweeter with exclusivity while it continued due diligence on Sound Advice and the parties negotiated the terms of a definitive merger agreement. Also on Friday, May 11, 2001, Tweeter received from U.S. Bancorp Piper Jaffray a proposed form of merger agreement, and Tweeter retained Deutsche Banc Alex. Brown Inc. to render advice as to the fairness of the proposed transaction to Tweeter from a financial point of view.

On Thursday, May 17, 2001, Tweeter sent to U.S. Bancorp Piper Jaffray a draft letter of intent, and proposed revisions to the form of merger agreement. In the draft letter of intent Tweeter proposed an exchange ratio of one share of Tweeter common stock for each outstanding share of Sound Advice, subject to adjustment in the event Tweeter s market price per share was less than $20 or more than $30 at the time of the merger, such that the value per Tweeter share received by Sound Advice stockholders would

not be less than $20 nor more than $30; provided either party would have the right to terminate if Tweeter s per share price at the time of the merger was less than $18.

Over the weekend of May 19 and May 20, 2001, U.S. Bancorp Piper Jaffray called Mr. McGuire to propose either an exchange ratio of 1.1 Tweeter shares for each Sound Advice share, with a $23 per share minimum, or a one for one exchange ratio with a $24 per share minimum.

On Monday, May 21, 2001, Tweeter s board of directors met and approved a revised offer, and Tweeter sent to U.S. Bancorp Piper Jaffray a revised draft letter of intent reflecting the offer approved by the board, which maintained the one for one exchange ratio, but raised the minimum price per share to $21. The draft letter of intent stated that the deadline for Sound Advice s responding to the offer was 12:00 p.m. Tuesday, May 22, 2001.

On Tuesday, May 22, 2001, Mr. Beshouri called Mr. McGuire to say that Sound Advice would probably accept Tweeter s offer. At Mr. Beshouri s request, Mr. McGuire agreed that Tweeter s deadline for Sound Advice s acceptance of Tweeter s offer would be extended to Wednesday, May 23, 2001.

The Sound Advice board of directors met on Tuesday, May 22, 2001 and unanimously approved the letter of intent.

On the evening of Tuesday, May 22, 2001, U.S. Bancorp Piper Jaffray called Mr. McGuire to inform him that Sound Advice had accepted Tweeter s revised offer. On Wednesday, May 23, 2001, U.S. Bancorp Piper Jaffray sent to Mr. McGuire an e-mail confirmation of Sound Advice s acceptance of Tweeter s offer, with some proposed changes to Tweeter s draft letter of intent.

On Wednesday, May 23, 2001, Tweeter delivered to Sound Advice the letter of intent, signed by Tweeter, and on Thursday, May 24, Sound Advice delivered to Tweeter the letter of intent, signed by Sound Advice.

Teams from Tweeter including its staff, outside auditor and legal counsel conducted field due diligence in Florida from May 24, 2001 to May 25, 2001, while negotiating the terms of the definitive merger agreement. Due diligence performed by both Tweeter and Sound Advice was substantially completed on Wednesday, May 30. The respective boards of directors of both companies each met to vote on the proposed merger agreement on Thursday, May 31, 2001. Both boards unanimously approved the merger and the merger agreement. The legal teams for both companies spent the day on Friday, June 1, 2001, assembling the necessary parts of the agreement, which was signed by all parties by 11:30 p.m. on Friday, June 1, 2001.

Tweeter s Reasons for the Merger; Recommendation of Tweeter s Board of Directors

On May 31, 2001, Tweeter s board of directors unanimously concluded that the merger was in the best interests of Tweeter and its stockholders, and recommended that the stockholders approve the issuance of shares of Tweeter common stock in the merger. This decision was based upon several potential benefits of the merger that Tweeter s board believes will contribute to the success of the combined company. These potential benefits from combining Sound Advice with Tweeter include:

Continuation of existing strategy. Tweeter believes that its planned acquisition of Sound Advice fits well into the acquisition strategy that Tweeter has pursued for the last five years as Sound Advice is similar to Tweeter in the format of its stores and the consumer electronics merchandise it offers.

Addition of strong, growing markets. The markets in which Sound Advice operates are attractive to Tweeter. Tweeter believes that potential for further growth exists in both the Florida and Arizona markets.

Strong management in place. Sound Advice has competent management in place, and we believe that an acquisition of Sound Advice will not place undue burdens on the existing corporate infrastructure of Tweeter.

Protection of Niche. Tweeter considers it to be strategically important for Tweeter s future growth that another competitor not gain control of the Florida and Arizona markets.

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Company Operating and Financial Condition. Sound Advice has three consecutive years of improving operating income.

Efficiencies in Combined Companies. Tweeter believes that the combined companies will benefit from efficiencies resulting from shared infrastructure.

Opinion of Deutsche Banc Alex. Brown. Tweeter has considered the opinion of Deutsche Banc Alex. Brown, dated June 1, 2001 that, from a financial point of view, the exchange ratio in the merger is fair to Tweeter.

Timing of Completion. Tweeter believes that its ability to consummate the transaction prior to the holiday selling season will benefit Tweeter with increased revenues and earnings for fiscal 2002.

Limited conditions to consummation. Tweeter considered the likelihood that the acquisition would be consummated, in the light of the fact that conditions to consummation of the merger are limited.

Tweeter s board reviewed a number of factors in evaluating the merger, including, but not limited to, the following:

information concerning each of Tweeter s and Sound Advice s business, financial performance and condition, operations, and management;

information concerning the historical and anticipated financial condition, results of operations, including comparable store performance, and the overall businesses of Tweeter and Sound Advice before and after giving effect to the merger;

the strategic importance of the merger to Tweeter, and the effect of completing and not completing the merger on the competitive environment in which Tweeter operates;

the effect of the merger on Tweeter s growth plans;

current financial market conditions and historical market prices, volatility and trading information with respect to Tweeter common stock and Sound Advice common stock;

the anticipated effect of the merger on Tweeter s earnings and cash flow;

the consideration Tweeter will issue in the merger in the light of comparable merger transactions and the relative size and value to Tweeter of Sound Advice s business;

the terms of the merger agreement and belief that the terms of the merger agreement and related agreements are reasonable;

the anticipated impact of the merger on the customers and employees of Tweeter and the combined company;

Tweeter s management s view as to the integration of Sound Advice into Tweeter;

results of the due diligence investigation conducted by Tweeter s management, accountants, financial advisors and legal counsel;

the expectation that the merger would be a tax free reorganization for federal income tax purposes; and

the analyses performed by Deutsche Banc Alex. Brown in connection with rendering its opinion that the exchange ratio set forth in the merger agreement was fair, from a financial point of view, to Tweeter and the qualifications, assumptions and limitations set forth in the opinion.

The Tweeter board also identified and considered a number of potentially negative factors in its deliberations concerning the merger including the following:

the risk that the potential benefits of the merger may not be realized;

the risk that the merger may not be consummated;

the risk that Sound Advice and Tweeter would not be able to integrate their respective products and organizations;

the risk that the merger could adversely affect Tweeter s expansion and acquisition efforts in other geographic locations; and

other applicable risks described in this joint proxy statement/prospectus under Risk Factors.

Tweeter s board concluded, however, that some of these risks were unlikely to occur, that others could be mitigated, and on balance, the merger s potential benefits to Tweeter and its stockholders outweighed the associated risks. This summary of the information and factors considered by Tweeter s board is not intended to be exhaustive. In view of the variety of factors considered in connection with its evaluation of the merger, Tweeter s board did not find it practicable to, and did not quantify or otherwise assign relative weight to, the specific factors considered in reaching its determination.

Recommendation of Tweeter s Board of Directors. For the reasons discussed above, Tweeter s board of directors has determined the merger agreement and the merger to be advisable and fair to and in the best interests of Tweeter and its stockholders. Tweeter s board of directors unanimously recommends that Tweeter stockholders vote for approval of the issuance of Tweeter common stock in the merger.

Opinion of Tweeter s Financial Advisor

Pursuant to an engagement letter dated as of May 15, 2001, Tweeter engaged Deutsche Banc Alex. Brown Inc. (DBAB) to render an opinion as to the fairness to Tweeter, from a financial point of view, of the exchange ratio. At the May 31, 2001 meeting of the Tweeter Board of Directors, DBAB reviewed analyses related to the proposed transaction. On June 1, 2001, DBAB updated its analyses and delivered its opinion in writing to the Tweeter board of directors to the effect that, as of that date and based upon and subject to the assumptions made, matters considered and limits of the review undertaken by DBAB, the exchange ratio was fair, from a financial point of view, to Tweeter.

The full text of DBAB s written opinion, dated June 1, 2001, (the DBAB Opinion), which sets forth, among other things, the assumptions made, matters considered and limits on the review undertaken by DBAB in connection with the opinion, is attached as Appendix E to this joint proxy statement/ prospectus and is incorporated herein by reference. Tweeter stockholders are urged to read the DBAB opinion in its entirety. The summary of the opinion of DBAB set forth in this joint proxy statement/ prospectus is qualified in its entirety by reference to the full text of the opinion.

In arriving at its opinion, DBAB has:

- reviewed publicly available financial information and other information concerning Tweeter and Sound Advice and certain internal analyses and other information furnished to it by Tweeter and Sound Advice;
- held discussions with the members of the senior management of Tweeter regarding the businesses and prospects of the companies and the joint prospects of a combined enterprise;
- reviewed the reported prices and trading activity for the common stock of both Tweeter and Sound Advice;
- compared financial and stock market information for Tweeter and Sound Advice with similar information for other selected companies whose securities are publicly traded;
- reviewed the financial terms of selected recent business combinations which it deemed comparable in whole or in part;
- reviewed the terms of the merger agreement and related documents; and
- performed such other studies and analyses and considered such other factors as it deemed appropriate.

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In preparing its opinion, DBAB did not assume responsibility for the independent verification of, and did not independently verify, any information, whether publicly available or furnished to it, concerning Tweeter or Sound Advice, including any financial information, forecasts or projections, DBAB considered in connection with the rendering of its opinion. Accordingly, for purposes of its opinion, DBAB assumed and relied upon the accuracy and completeness of all that information.

DBAB did not conduct a physical inspection of any of the properties or assets, and did not prepare or obtain any independent evaluation or appraisal of any of the assets or liabilities of Tweeter or Sound Advice. DBAB has assumed that the financial forecasts and projections, including analyses and forecasts of the cost savings, operating efficiencies, and financial synergies expected by Tweeter to be achieved as a result of the merger, made available to DBAB and used in its analysis, have been reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of Tweeter. DBAB refers to these cost savings, operating efficiencies and financial savings, collectively, as synergies. In rendering its opinion, DBAB expressed no view as to the reasonableness of such forecasts and projections, including the synergies, or the assumptions on which they are based.

The opinion of DBAB was necessarily based upon economic, market and other conditions as in effect on June 1, 2001, and the information made available to DBAB as of the date of its opinion. Although subsequent developments may affect its opinion, DBAB has assumed no obligation to update, revise or reaffirm it.

In rendering its opinion, DBAB assumed that, in all respects material to its analysis:

the merger will be tax-free to each of Tweeter and Sound Advice and their respective stockholders and that the transaction will be accounted for as a purchase;

the representations and warranties of Tweeter and Sound Advice contained in the merger agreement are true and correct;

Tweeter and Sound Advice will each perform all of the covenants and agreements to be performed by it under the merger agreement;

all conditions to the obligation of each of Tweeter and Sound Advice to consummate the merger will be satisfied without any waiver of them;

all material governmental, regulatory or other approvals and consents required in connection with the consummation of the transactions contemplated by the merger agreement will be obtained; and

in connection with obtaining any necessary governmental, regulatory or other approvals and consents, or any amendments, modifications or waivers to any agreements, instruments or orders to which either Tweeter and Sound Advice is a party or subject or by which it is bound, no limitations, restrictions or conditions will be imposed or amendments, modifications or waivers made that would have a material adverse effect on Tweeter or Sound Advice or materially reduce the contemplated benefits of the merger to Tweeter.

Set forth below is a summary of the material financial analyses performed by DBAB in connection with its opinion and reviewed with the Tweeter board of directors at its meeting on May 31, 2001, which materials were subsequently updated as of June 1, 2001. This summary includes information presented in a tabular format. In order to understand fully the financial analyses used by DBAB, the tables must be read with the text of each summary, because the tables alone are not a complete description of the financial analyses.

Historical Stock Performance. DBAB reviewed and analyzed historical market prices and trading volume for Sound Advice common stock for the past twelve months and compared such market prices to common stock market indices. DBAB noted that Sound Advice common stock had relatively low trading volume with an average daily volume over the past 30 days of approximately 16,600 shares and over the past 180 days of approximately 15,600 shares. DBAB further noted that Sound Advice was not followed by

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any Wall Street research analysts and that no estimated future earnings projections were available in the market.

DBAB also reviewed and analyzed the historical market prices and trading volume for Tweeter common stock for the past twelve months and compared such market prices to common stock market indices. DBAB noted that Tweeter s market price had risen significantly in recent weeks, comparing the current price to the historical average closing prices of Tweeter stock as detailed below:

	Tweeter Common Stock Price
May 31, 2001	$27.00
30 day average	$25.25
60 day average	$21.53
90 day average	$20.68
180 day average	$21.75

Analysis of Selected Publicly Traded Companies. DBAB compared some of the financial information and commonly used valuation measurements for Sound Advice to corresponding information and measurements for a group of five publicly traded consumer electronics retail companies that DBAB deemed to be comparable to the business of Sound Advice. DBAB refers to these companies which are listed below as the selected companies.

Tweeter;

Best Buy Co.;

Circuit City Inc.;

Radio Shack Corp.; and

Ultimate Electronics Inc.

DBAB compared, among other things:

common equity market valuation;

common equity market value as adjusted for debt and cash, which DBAB refers to as enterprise value;

ratios of enterprise value to revenues; earnings before interest expense, income taxes and depreciation and amortization (EBITDA); earnings before interest expense and income taxes (EBIT); and estimated EBIT for Calendar 2001;

common equity market value as a multiple of net income for the prior twelve months;

common equity market price per share as a multiple of estimated calendar 2001 and 2002 earnings per share (P/E Multiple); and

the P/E Multiple as a percentage of each selected company s estimated long term earnings growth rate.

To calculate the trading multiples for Sound Advice and the selected companies, DBAB used publicly available information concerning historical and projected financial performance, including published historical financial information and earnings estimates reported by the Institutional Brokers Estimate System (IBES) and First Call. IBES and First Call are data services that monitor and publish compilations of earnings estimates by selected research analysts regarding companies of interest to institutional investors.

DBAB calculated the enterprise value for Sound Advice implied by the proposed transaction to be approximately $156.0 million, based on Tweeter s closing price on May 31, 2001 of $27.00. DBAB compared the valuation multiples implied by the proposed transaction to the valuation multiples of the

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selected companies based upon the last twelve months revenue and EBITDA. Given the rapid pace of improvement in the operating performance of Sound Advice and its acquisition of stores in Arizona completed in October, 2000, DBAB further compared the valuation multiples of the selected companies based upon their last twelve months EBITDA to the valuation multiple implied by the proposed transaction as a multiple of projected Sound Advice EBITDA for the twelve months ended January 31, 2002, as projected by Tweeter management and excluding any synergies from the merger.

DBAB also noted that the 60 and 90 day average prices for Tweeter common stock approximated $21.00 and reviewed the valuation multiples based on that price for Tweeter common stock, which implied an enterprise value for the transaction of approximately $125.7 million.

	Implied Valuation		Selected Companies Valuation		
	$21.00	**$27.00**	**High**	**Mean**	**Low**
LTM Revenues	0.6x	0.8x	1.2x	0.7x	0.2x
LTM EBITDA	9.3x	11.6x	13.4x	9.8x	6.4x
FYE 1/31/02 E EBITDA	7.1x	8.8x	NA	NA	NA

None of the companies utilized as a comparison are identical to Sound Advice. Accordingly, DBAB believes the analysis of publicly traded comparable companies is not simply mathematical. Rather, it involves complex considerations and qualitative judgments, reflected in DBAB s opinion, concerning differences in financial and operating characteristics of the selected companies and other factors that could affect the public trading value of the selected companies.

Analysis of selected precedent transactions. DBAB reviewed the financial terms, to the extent publicly available, of eight mergers and acquisition transactions since 1996 involving companies operating in the same sector of the retail industry and in which the enterprise value of the acquired company was below $500 million. DBAB refers to these transactions as the selected retail transactions.

The transactions reviewed were:

Closing Date	**Target**	**Acquiror**
7/96	E&B Marine Inc.	West Marine, Inc.
2/97	Baby Superstore Inc.	Toys R Us Inc.

12/98	Step Ahead Investments, Inc.	Dollar Tree Stores, Inc.
7/99	Pamida Holdings Corp.	ShopKo Stores Inc.
5/00	Dollar Express, Inc.	Dollar Tree Stores, Inc.
6/00	Funco, Inc.	Babbage s Etc.
9/00	Piercing Pagoda Inc.	Zale Corporation
12/00	Magnolia Hi-Fi	Best Buy Co., Inc.

DBAB calculated for each of the selected retail transactions the multiples of the enterprise value for each target company implied by the transaction to the target company s trailing twelve months revenues, EBITDA and EBIT, based on publicly available information for each of the selected retail transactions, and compared these multiples to the corresponding multiples for the merger, based on the exchange ratio for the merger and assuming a Tweeter share price of $27.00 per share, based on the May 31, 2001 closing price. Given the rapid pace of improvement in the operating performance of Sound Advice and it acquisition of stores in Arizona completed in October, 2000, DBAB further compared the multiple of enterprise value to trailing twelve months EBITDA and EBIT for the selected retail transactions to the similar multiples of EBITDA and EBIT for the forward twelve months ended January, 2002 (fiscal 2002 for Sound Advice) as projected by Tweeter management and excluding any synergies from the merger.

DBAB also noted that the 60 and 90 day average prices for Tweeter common stock approximated $21.00 and reviewed the valuation multiples based on that price for Tweeter common stock, which implied an enterprise value for the transaction of approximately $125.7 million.

	Implied Valuation		Selected Retail Transactions		
	$21.00	$27.00	High	Mean	Low
LTM Revenues	0.6x	0.8x	1.7x	0.9x	0.4x
LTM EBITDA	9.3x	11.6x	20.2x	12.1x	7.5x
LTM EBIT	13.2x	16.3x	26.2x	17.0x	10.0x
FYE 1/2002 EBITDA	7.1x	8.8x	NA	NA	NA
FYE 1/2002 EBIT	9.5x	11.8x	NA	NA	NA

All multiples for the selected precedent transactions were based on public information available at the time of announcement of such transaction, without taking into account differing market and other conditions during the three-and-one-half year period during which the selected premium transactions occurred. Because the reasons for, and circumstances surrounding, each of the precedent transactions analyzed were so diverse, and due to the inherent differences between the operations and financial conditions of Sound Advice and Tweeter and the companies involved in the selected precedent transactions, DBAB believes that a comparable transaction analysis is not simply mathematical. Rather, it involves complex considerations and qualitative judgments, reflected in DBAB s opinion, concerning differences between the characteristics of these transactions and the merger that could affect the value of the subject companies and businesses and Sound Advice and Tweeter.

Premiums Paid Analysis. DBAB reviewed the financial terms of a broader group of twenty-eight merger and acquisition transactions in which the transaction value was $100 million to $200 million and which were completed since January 1998. DBAB refers to these transactions as the selected premium transactions.

The transactions reviewed were:

Announcement Date	Target	Acquiror
01/20/1998	Buttrey Food and Drug Stores Co.	Albertson s Inc.

04/09/1998
Dart Group Corporation Richfood Holdings Inc.
05/08/1998
Authentic Specialty Foods, Inc.
Agrobios (Desc SA de CV)
06/22/1998
GT Bicycles Inc. Schwinn Holdings Corporation
07/13/1998
AVECOR Cardiovascular Inc.
Medtronic Inc.
09/03/1998
Cross-Continent Auto Retailers Republic Industries Inc.
10/01/1998
Autonomous Technologies Corp.
Summit Technology Inc.
10/01/1998
Richey Electronics Inc. Arrow Electronics Inc.
10/22/1998
Lumen Technologies Inc. Lighthouse Weston Corporation
12/11/1998
Logans Roadhouse, Inc. Cracker Barrel Old Country Stores
12/11/1998
STB Systems, Inc. 3Dfx Interactive Inc.
02/22/1999
SEEQ Technology, Inc. LSI Logic Corporation
03/04/1999
K&G Men s Center Inc.Men s Wearhouse Inc.
05/10/1999
ReSound Corporation GN Great Nordic Group
06/16/1999
Central Sprinkler Corporation Tyco International Ltd.
07/15/1999

Information Advantage Inc. Sterling Software Inc.
07/30/1999
General Housewares Corp. Corning Consumer Products Co.
11/12/1999
Vertex Communications Corp. TriPoint Global Communications
11/15/1999
Catherines Stores Corp. Charming Shoppes, Inc.
12/21/1999
Softworks Inc. EMC Corporation
01/17/2000
Caere Corporation ScanSoft, Inc.
02/11/2000
Cameron Ashley Building Prods. Guardian Industries Corporation
03/02/2000
Savoir Technology Group, Inc. Avnet, Inc.
04/06/2000
Funco, Inc. Babbage s Etc.

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Announcement Date	Target	Acquiror
06/09/2000	Centigram Communications Corp.	ADC Telecommunications Inc.

10/01/2000
Detection Systems Inc. Robert Bosch GmbH
10/06/2000
Taco Cabana Inc. Carrols Corporation
01/22/2001
Guest Supply Inc. Sysco Corporation

DBAB calculated for each of the selected premium transactions the premium or discount to the acquired company s per share market price one day prior to the announcement of the transaction and four weeks prior to the announcement of the transaction, in each case represented by the acquisition price in the transaction. The following table summarizes the results of this analysis.

Selected Premium Transactions	1 Day Prior	Four Weeks Prior
Low:	(4.8)%	12.9%

High:
234.7% 309.8%
Mean:
51.0% 76.8%
Proposed transaction
96.4% 136.2%

DBAB then calculated the premiums for the merger based on the exchange ratio and assuming a Tweeter share price of $27.00, based on the May 31, 2001 closing price, and the per share market price for Sound Advice s common stock one day prior and four weeks prior to the June 1, 2001 signing of the merger agreement to be 96.4% and 136.2%, respectively, and compared these premiums to the premiums for the selected transactions. DBAB further noted that the premium in the proposed merger reflected the trading prices of Sound Advice common stock which traded with relatively low trading volume, had no research coverage on Wall Street and had limited institutional participation with only three institutions reporting ownership of greater than 100,000 shares based on public filings as reported by CDA Spectrum as of 12/31/00. In addition, the premiums reflected the recent increase in the Tweeter stock price as discussed above. The premiums on the proposed transaction calculated based on the 30 day average Tweeter share price as compared to the Sound Advice share price one day prior to the announcement and thirty days prior to the announcement were 83.7% and 121.0%, respectively. The premiums based on the 60 day average Tweeter share price as compared to the Sound Advice share price one day prior to the announcement and thirty days prior to the announcement were 56.6% and 88.4%, respectively.

Contribution Analysis. DBAB analyzed the relative contributions of Sound Advice and Tweeter, comparing Sound Advice s relative ownership of approximately 19% of the outstanding capital of the combined company to the pro forma income statement of the combined company, based on historical financial results and projections for Tweeter as currently published by the DBAB research analyst covering the company and for Sound Advice as projected by Tweeter management. The analysis based on historical financial results showed that on a pro forma combined basis (excluding (i) the effect of any synergies that may be realized as a result of the merger, and (ii) non-recurring expenses relating to the merger), based on the twelve month period ending January 31, 2001 for Sound Advice and the twelve month period ending March 31, 2001 for Tweeter, Sound Advice and Tweeter would account for approximately 29.5% and 70.5%, respectively, of the combined company s pro forma revenue, approximately 24.7% and 75.3% of the combined company s pro-forma operating profit, and approximately 19.4% and 80.6%, respectively, of the combined company s pro forma net income. The analysis based on projected financial results showed that on a pro forma combined basis (excluding (i) the effect of any synergies that may be realized as a result of the merger, (ii) the effect of amortization of any goodwill resulting from the merger, and (iii) non-recurring expenses relating to the merger), based on the twelve month period ending October 31, 2002 for Sound Advice and the twelve month period ending September 30, 2002 for Tweeter, Sound Advice and Tweeter would account for approximately 26.9% and 73.2%, respectively, of the combined company s pro forma revenue, approximately 32.0% and 68.0% of the combined company s pro-forma operating profit, and approximately 28.6% and 71.4%, respectively, of the combined company s pro forma net income.

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Pro Forma Combined Earnings Analysis. DBAB analyzed certain pro forma effects of the merger. Based on the analysis, DBAB computed the resulting dilution/accretion to Tweeter s estimated EPS for the fiscal years ending September 30, 2001 and September 30, 2002 (Tweeter s fiscal years). The analysis takes into account any potential cost savings and other synergies identified by Tweeter management that could be achieved if the merger were consummated (estimated by Tweeter management at $3.0 million) and does not include non-recurring costs relating to the merger. DBAB noted that based on Tweeter s closing price on May 31, 2001 of $27.00 per share and an assumed closing date of September 1, 2001, the merger would be approximately 1.2% dilutive on a GAAP basis and 0.9% accretive on a cash basis, excluding the impact of goodwill, to Tweeter s EPS for the fiscal year ending September 30, 2001. On a forward basis, DBAB noted that the merger would be neutral on a GAAP basis and 16.6% accretive on a cash basis to Tweeter s EPS for the fiscal year ending September 30, 2002.

DBAB also analyzed certain pro forma effects of the merger based on a second set of assumptions provided by Tweeter management and, based on the analysis and these assumptions, computed the resulting dilution/accretion to

Tweeter s estimated EPS for the fiscal years ending September 30, 2001 and September 30, 2002 (Tweeter s fiscal years). The second set of assumptions included comparable store sales growth of 3% per annum for Sound Advice versus flat comparable store sales in the first case, more favorable operating margins at Sound Advice, and estimated cost savings and other synergies synergies of $5 million (as estimated by Tweeter management) versus $3 million in the first case. DBAB noted that based on the second set of assumptions, assuming Tweeter s closing price on May 31, 2001 of $27.00 per share and assuming a closing date of September 1, 2001, the merger would be approximately 0.9% dilutive on a GAAP basis and 1.2% accretive on a cash basis, excluding the impact of goodwill, to Tweeter s EPS for the fiscal year ending September 30, 2001. On a forward basis, DBAB noted that the merger would be 8.0% accretive on a GAAP basis and 24.1% accretive on a cash basis to Tweeter s EPS for the fiscal year ending September 30, 2002.

Discounted Cash Flow Analysis. DBAB performed a discounted cash flow analysis for Sound Advice. DBAB calculated the discounted cash flow as the sum of the net present values of (i) the estimated future cash flow that Sound Advice will generate for the six months ended January 31, 2002 and the years ended January 31, 2003 through 2007, plus (ii) the value of Sound Advice at the end of such period. The estimated future cash flows were based on the financial projections for Sound Advice prepared by Tweeter s management. The terminal value of Sound Advice was calculated based on projected EBITDA for 2007 and a range of multiples of 7.0x to 9.0x. DBAB used discount rates ranging from 14.0% to 18.0%. DBAB used such discount rates based on its judgment of the estimated weighted average cost of capital of the selected companies, and used such multiples based on its review of the trading characteristics of the common stock of the selected companies and the transaction multiples of the selected retail transactions. This analysis indicated a range of values of $23.77 to $37.91 per share.

The preceding summary describes all analyses and factors that DBAB deemed material in its presentation to Tweeter s Board of Directors, but is not a comprehensive description of all analyses performed and factors considered by DBAB in connection with preparing its opinion. The preparation of a fairness opinion is a complex process involving the application of subjective business judgment in determining the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, is not readily susceptible to summary description. DBAB believes that its analyses must be considered as a whole and that considering any portion of such analyses and of the factors considered without considering all analyses and factors could create a misleading view of the process underlying the opinion. In arriving at its fairness determination, DBAB did not assign specific weights to any particular analyses.

In conducting its analyses and arriving at its opinions, DBAB utilized a variety of generally accepted valuation methods. The analyses were prepared solely for the purpose of enabling DBAB to provide its opinion to the Tweeter Board of Directors as to the fairness to Tweeter of the exchange ratio in the merger and does not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold, which are inherently subject to uncertainty. In connection with its analyses, DBAB made, and was provided by Tweeter management with, numerous assumptions with respect to

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industry performance, general business and economic conditions and other matters, many of which are beyond Tweeter s or Sound Advice s control. Analyses based on estimates or forecasts of future results are not necessarily indicative of actual past or future values or results, which may be significantly more or less favorable than suggested by such analyses. Because such analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of Tweeter, Sound Advice or their respective advisors, neither Tweeter nor DBAB nor any other person assumes responsibility if future results or actual values are materially different from these forecasts or assumptions.

The terms of the merger were determined through negotiations between Tweeter and Sound Advice and were approved by the Tweeter board of directors. The decision to enter into the merger was solely that of the Tweeter board of directors. As described above, the opinion and presentation of DBAB to the Tweeter board of directors were only one of a number of factors taken into consideration by the Tweeter board of directors in making its determination to approve the merger. DBAB s opinion was provided to the Tweeter board of directors to assist it in connection with it consideration of the merger and does not constitute a recommendation to any holder of Tweeter common stock as to how to vote with respect to the merger.

Tweeter selected DBAB to render a fairness opinion based on DBAB s qualifications, expertise, reputation and experience in mergers and acquisitions, and its knowledge of the retail industry. Tweeter has retained DBAB pursuant to a letter agreement dated May 15, 2001 (the Engagement Letter). As compensation for DBAB s services in rendering a fairness opinion, Tweeter has paid DBAB a cash fee of $800,000. In addition, Tweeter has agreed to reimburse DBAB for reasonable fees and disbursements of DBAB s counsel and all of DBAB s reasonable travel and other out-of-pocket expenses incurred in connection with rendering its opinion or otherwise arising out of the retention of DBAB under the Engagement Letter. Tweeter has also agreed to indemnify DBAB and certain related persons to the full extent lawful against certain liabilities, including certain liabilities under the federal securities laws arising out of its engagement or the merger.

DBAB is an internationally recognized investment banking firm experienced in providing advice in connection with mergers and acquisitions and related transactions. One or more members of the DB Group have, from time to time, provided investment banking services to Tweeter for which it has received compensation, including acting as lead manager for Tweeter s initial public offering and two subsequent equity offerings. DBAB and its affiliates may actively trade securities of Tweeter or Sound Advice for their own account or the account of their customers and, accordingly, may from time to time hold a long or short position in such securities.

Sound Advice s Reasons for the Merger; Recommendation of Sound Advice s Board of Directors

The Sound Advice board of directors believes that the merger is fair to, advisable and in the best interests of the stockholders of Sound Advice and has approved and declared advisable the merger agreement and the transactions contemplated by the merger agreement and unanimously recommends that the stockholders of Sound Advice vote in favor of the approval and adoption of the merger agreement and approval of the merger.

In approving the merger and the related transactions, the Sound Advice board of directors took into account a number of factors and potentially positive consequences of the merger, including:

- the presentation made by U.S. Bancorp Piper Jaffray to the Sound Advice board of directors on May 31, 2001 and the written opinion of U.S. Bancorp Piper Jaffray dated May 31, 2001 addressed to the Sound Advice board of directors to the effect that as of the date of the opinion and based on and subject to the matters set forth in the opinion, the consideration to be received by Sound Advice shareholders in the merger was fair from a financial point of view;

- the Sound Advice board of directors view that the merger should result in a company with:

  - substantially greater resources than Sound Advice as a stand-alone company; and

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  - substantial gains from expected synergies, cost efficiencies and earnings accretion;

the complementary industry expertise of the two companies;

the ability of the Sound Advice board of directors to terminate the merger agreement if the five-day average market price of the Tweeter common stock is less than $18 per share;

the fact that it is unlikely that Sound Advice stockholders would realize the full benefits of Sound Advice s performance over the past few years in the absence of a sale or merger;

the greater financial profile of the combined company, which should enable the combined company to more aggressively pursue acquisitions of domestic retail operations;

the consideration to be received by stockholders in exchange for each share of Sound Advice common stock represented a significant premium over the recent price range of the Sound Advice common stock through the date on which the merger agreement was signed;

the prices paid in comparable transactions involving other consumer electronics and other specialty retailers, as well as the trading performance for comparable companies in the industry;

the market capitalization of Tweeter and the liquidity in its shares, which would enable Sound Advice stockholders to elect to continue to participate in the growth and development of the combined company or to dispose of their shares;

the expected tax treatment of the merger;

the terms and conditions of the merger agreement, including:

the provision of the merger agreement permitting the Sound Advice board of directors to receive unsolicited inquiries and proposals from, and, under certain circumstances, negotiate and give information to, third parties; and

the termination fee that could be received by Tweeter pursuant to the merger agreement was $4 million, which the Sound Advice board of directors concluded, based on the advice of its financial and legal advisors, was within the range of fees payable in comparable transactions and that it would not in and of itself preclude alternative proposals;

the potential benefits afforded to Sound Advice stockholders by the exchange ratio;

the belief that the terms of the merger agreement, including the parties mutual representations, warranties and covenants, and closing conditions, are reasonable and that the prospects for successful consummation of the transaction are high; and

an assessment of other strategic alternatives.

The Sound Advice board of directors also considered a number of potentially negative consequences of the merger in its deliberations concerning the merger, including:

the loss of control over the future operations of Sound Advice following the merger;

the risk that the benefits sought to be achieved in the merger will not be achieved;

the fact that the non-solicitation provision and related provisions in the merger agreement would discourage third parties from seeking to negotiate a superior proposal for the acquisition of Sound Advice;

the fact that, absent the receipt of a superior proposal for the acquisition of Sound Advice, the merger agreement does not provide for the Sound Advice board of directors to reassess whether or not the merger with Tweeter is fair to and in the best interests of Sound Advice stockholders; and

the other risks described above under Risk Factors.

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This discussion of information and factors considered by the Sound Advice board of directors is not intended to be exhaustive but is intended to summarize all material factors considered by the Sound Advice board of directors. In view of the wide variety of factors considered by the Sound Advice board of directors, the Sound Advice board of directors did not find it practicable to quantify or otherwise assign relative weights to the specific factors considered. However, after taking into account all of the factors set forth above, the Sound Advice board of directors unanimously agreed that the merger agreement and the merger were fair to, advisable and in the best interests of Sound Advice and its stockholders and that Sound Advice should enter into the merger agreement.

Recommendation of Sound Advice s Board of Directors. After careful consideration, the Sound Advice board of directors approved the merger agreement and the merger, and unanimously recommends a vote by the stockholders of Sound Advice FOR approval and adoption of the merger agreement and FOR approval of the merger.

In certain circumstances, if the Sound Advice board determines that it is required by its fiduciary duty to do so, it may be entitled to withdraw this recommendation and may cause the merger agreement to be terminated.

Opinion of Sound Advice s Financial Advisor

Sound Advice retained U.S. Bancorp Piper Jaffray to render to the board of directors an opinion as to the fairness, from a financial point of view, of the consideration to be received by Sound Advice stockholders in the transaction.

U.S. Bancorp Piper Jaffray delivered to the board of directors of Sound Advice on May 31, 2001 its oral opinion, subsequently confirmed in writing, as of that date and based upon and subject to the assumptions, factors and limitations set forth in the written opinion and described below, the consideration proposed to be received by Sound Advice stockholders in the proposed merger was fair, from a financial point of view, to those stockholders. A copy of U.S. Bancorp Piper Jaffray s written opinion is attached to this document as Appendix F and is incorporated into this document by reference.

While U.S. Bancorp Piper Jaffray rendered its opinion and provided certain analyses to the board of directors, U.S. Bancorp Piper Jaffray was not requested to and did not make any recommendation to the board of directors as to the specific form or amount of the consideration to be received by Sound Advice stockholders in the proposed merger, which was determined through negotiations between Sound Advice and Tweeter. U.S. Bancorp Piper Jaffray s written opinion, which was directed to the Sound Advice board of directors, addresses only the fairness, from a financial point of view, of the proposed consideration to be received by Sound Advice stockholders in the proposed merger, does not address Sound Advice s underlying business decision to proceed with or effect the merger or structure thereof, or the relative merits of the merger compared to any alternative business strategy or transaction in which Sound Advice might engage and does not constitute a recommendation to any Sound Advice stockholder as to how to vote in the merger. The opinion addresses only the merger consideration to be received by Sound Advice stockholders and no other transaction terms or arrangements.

In arriving at its opinion, U.S. Bancorp Piper Jaffray s review included:

a draft of the merger agreement dated May 29, 2001;

publicly available business and financial information relative to Tweeter and Sound Advice;

publicly available market and securities data of Tweeter, Sound Advice and of selected public companies deemed comparable to Sound Advice and Tweeter;

to the extent publicly available, financial information relating to selected transactions deemed comparable to the proposed merger; and

internal financial forecasts of Sound Advice and of Tweeter prepared by management of the respective companies.

In addition, U.S. Bancorp Piper Jaffray visited the headquarters of Sound Advice and conducted discussions with members of senior management of both Sound Advice and Tweeter concerning the financial condition, operating performance and balance sheet characteristics of Sound Advice, Tweeter and the combined company following the merger.

The following is a summary of the material analyses and other information that U.S. Bancorp Piper Jaffray prepared and relied on in delivering its opinion to the board of directors of Sound Advice:

Implied Consideration

Giving effect to the range of exchange ratios within the upper and lower collars of $21 and $30, resulting implied value of Tweeter stock consideration of $26.44 per share of Sound Advice common stock, based on the 15-day average closing price for Tweeter common stock as of May 30, 2001, and the outstanding Sound Advice common shares and common share equivalents, U.S. Bancorp Piper Jaffray calculated the aggregate implied value of the stock consideration payable in the merger for Sound Advice common stock to be approximately $129.491 million. U.S. Bancorp Piper Jaffray also calculated the implied enterprise value (equity value plus debt and capital leases less cash) of Sound Advice to be approximately $154.734 million. U.S. Bancorp Piper Jaffray also calculated that the fully diluted shares issued to the stockholders and option holders of Sound Advice would be an aggregate of 19.1% of the total Tweeter common stock and common stock equivalents based on share information furnished by management of Tweeter.

Sound Advice Market Analysis

U.S. Bancorp Piper Jaffray reviewed the stock trading history of Sound Advice common stock. U.S. Bancorp Piper Jaffray presented the recent common stock trading information contained in the following table:

Closing price on May 30, 2001.	$13.55
30 calendar day closing average	12.32
60 calendar day closing average	11.19
90 calendar day closing average	10.78
180 calendar day closing average	

9.16
52 week high trade
15.11
52 week low trade
3.75

U.S. Bancorp Piper Jaffray also presented selected price and volume distribution data and illustrated the relative stock price performance of Sound Advice against the comparable group described below, the Russell 2000 Index and the Nasdaq Stock Market and reviewed the potential liquidity of shares to be received in the merger based on historical volume.

Sound Advice Comparable Company Analysis

U.S. Bancorp Piper Jaffray compared financial information and valuation ratios relating to Sound Advice to corresponding data and ratios from five publicly traded companies deemed comparable to Sound Advice. This group comprised Best Buy Co., Inc., Circuit City Group, Rex Stores Corporation, Tweeter Home Entertainment Group, Inc., and Ultimate Electronics, Inc. This group was selected from companies with a market capitalization between $100 million and $13 billion that derive the majority of their revenue from the retail sale of consumer electronics.

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This analysis produced multiples of selected valuation data as follows:

	Sound Advice(1)	Sound Advice(2)	Comparable Companies Low	Comparable Companies Mean	Comparable Companies Median	Comparable Companies High
Company value to latest twelve months revenue	0.8x	0.4x	0.3x	0.6x	0.6x	1.0x
Company value to latest twelve months earnings before interest, taxes, depreciation and amortization	10.7x	6.2x	7.6x	10.3x	8.6x	14.7x
Company value to latest twelve months operating income	14.9x	8.6x	9.0x	13.9x	13.9x	18.7x
Share price to estimated 2001 net income per share	15.3x	7.8x	6.7x	21.2x	23.2x	30.8x
Share price to estimated 2002 net income per share	9.7x	4.9x	5.8x	16.2x	17.7x	23.2x

(1) Based on implied value of merger consideration (computed as 15-day average closing price of Sound Advice as of May 30, 2001).

(2) Based on Sound Advice s closing stock price on May 30, 2001.

Comparable Transaction Analysis

U.S. Bancorp Piper Jaffray reviewed 20 acquisition transactions (the Comparable Transactions) involving companies that it deemed comparable to Sound Advice. It selected these transactions by searching SEC filings, public company disclosures, press releases, industry and popular press reports, databases and other sources and by applying the following criteria:

- transactions that were announced between January 1, 1996 and May 28, 2001
- transactions in which 100% of a public or private target company was acquired
- transactions involving target companies with similar primary SIC codes as Sound Advice
- transactions with an enterprise value of $50 million to $1 billion
- transactions which were not share repurchases or hostile transactions

U.S. Bancorp Piper Jaffray compared the resulting multiples of selected valuation data to multiples for Sound Advice derived from the implied value payable in the merger.

	Sound Advice	Comparable Transactions			
		Low	**Mean**	**Median**	**High**
Company value to latest twelve months revenue	0.8x	0.3x	0.7x	0.6x	2.2x
Company value to latest twelve months earnings before interest, taxes, depreciation and amortization	10.7x	4.6x	11.0x	9.0x	27.2x
Company value to latest twelve months earnings before interest and taxes	14.9x	6.6x	17.0x	15.2x	37.6x
Equity value to latest twelve months net income	25.5x	6.6x	24.2x	21.6x	74.9x

Premiums Paid Analysis

U.S. Bancorp Piper Jaffray reviewed publicly available information for selected completed or pending transactions to determine the implied premiums payable in the transactions over recent trading prices. U.S. Bancorp Piper Jaffray performed its analysis on two different groups of transactions. It selected these transactions by searching SEC filings, public company disclosures, press releases, industry and popular press reports, databases and other sources. U.S. Bancorp Piper Jaffray applied the following criteria in selecting the first group of transactions:

- transactions that were announced between January 1, 1996 and May 28, 2001
- transactions with an enterprise value of $50 million to $1 billion

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- transactions involving target companies that U.S. Bancorp Piper Jaffray deemed similar to Sound Advice
- transactions involving target companies with similar primary SIC codes as Sound Advice in the hardlines and specialty retail industry

U.S. Bancorp Piper Jaffray performed its analysis on 13 transactions in the hardline and specialty retail industry, and the table below shows a comparison of premiums paid in these transactions to the premium that would be paid to Sound Advice stockholders based on the implied value payable in the merger. The premium calculations for Sound Advice stock are based upon the implied value of the merger consideration, computed as the 15-day average closing price of Sound Advice common stock up to May 30, 2001.

	Sound Advice	Low	Mean	Median	High
One day before announcement	95.2%	(24.7%)	26.0%	22.9%	60.0%
One week before announcement	82.1%	(20.7%)	36.3%	32.0%	93.1%
One month before announcement	161.8%	(21.7%)	37.3%	40.0%	90.3%

U.S. Bancorp Piper Jaffray applied the following criteria in selecting the second group of transactions:

transactions that were announced between May 28, 2000 and May 28, 2001

transactions with an enterprise value of $50 million to $1 billion

transactions involving target companies that operated in any industry, except for financial institutions

U.S. Bancorp Piper Jaffray performed its analysis on 130 non-industry specific transactions, and the table below shows a comparison of premiums paid in these transactions.

	Sound Advice	Low	Mean	Median	High
One day before announcement	95.2%	(26.9%)	41.4%	34.6%	146.6%
One week before announcement	82.1%	(19.8%)	49.8%	44.9%	154.2%
One month before announcement	161.8%	(17.9%)	55.2%	49.3%	216.2%

Sound Advice Discounted Cash Flow Analysis

U.S. Bancorp Piper Jaffray performed a discounted cash flow analysis for Sound Advice in which it calculated the present value of the projected hypothetical future cash flows of Sound Advice using internal financial planning data prepared by Sound Advice management. U.S. Bancorp Piper Jaffray estimated a range of theoretical values for Sound Advice based on the net present value of its implied annual cash flows and a terminal value for Sound Advice in fiscal 2006 calculated based upon a multiple of earnings before interest, taxes, depreciation and amortization. U.S. Bancorp Piper Jaffray applied a range of discount rates of 18% to 24% and a range of terminal value multiples of 6.0x to 8.0x of forecasted fiscal 2006 earnings before interest, taxes, depreciation and amortization. This analysis yielded the following results:

	Per Share Equity Value of Sound Advice	Aggregate Equity Value of Sound Advice (in thousands)
Low	$20.04	$97,196
Mid	26.15	128,024
High	33.53	165,242

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Pro Forma Analyses

U.S. Bancorp Piper Jaffray analyzed pro forma effects resulting from the impact of the transaction on the projected earnings per share of the combined company for fiscal years 2001 and 2002 using management estimates. Considering pre-tax synergies of up to $0.5 million for fiscal 2001 and $3.0 million for fiscal 2002 that Tweeter management estimates the combined company may realize following consummation of the transaction, U.S. Bancorp Piper Jaffray determined that the transaction could be dilutive for fiscal year 2001 and accretive for fiscal year 2002 to the projected stand-alone earnings per share of Tweeter.

Without considering transaction related goodwill, but considering the estimated synergies discussed above, U.S. Bancorp Piper Jaffray determined that the transaction could be accretive for both fiscal years 2001 and 2002 to the projected stand-alone earnings per share of Tweeter.

U.S. Bancorp Piper Jaffray analyzed the expected contributions of each of Sound Advice and Tweeter to net sales, gross profit, operating income, pretax income, and net income of the combined company for the latest twelve months and fiscal 2002 based on the same management estimates discussed above, but without including the estimated synergies and other transaction related expenses. The analysis indicated that Sound Advice would contribute to the combined entity net sales, gross profit, operating income, pretax income, and net income in a range of 20.7% to 31.8% for the latest twelve months and fiscal 2002.

Analysis of Tweeter Common Stock

U.S. Bancorp Piper Jaffray reviewed general background information concerning Tweeter, including recent financial and operating results and outlook, the price performance of Tweeter common stock over the previous twelve months relative to the Russell 2000 Index and the Nasdaq Stock Market, and the stock price and volume over selected periods. U.S. Bancorp Piper Jaffray also reviewed the stock trading history of Tweeter common stock at the dates or for the periods indicated below.

Closing price on May 30, 2001	$26.40
30 calendar day closing average	25.92
60 calendar day closing average	23.25
90 calendar day closing average	21.30
180 calendar day closing average	19.18
52 week high trade	39.88
52 week low trade	9.94

In reaching its conclusion as to the fairness of the merger consideration and in its presentation to the board of directors, U.S. Bancorp Piper Jaffray did not rely on any single analysis or factor described above, assign relative weights to the analyses or factors considered by it, or make any conclusion as to how the results of any given analysis, taken alone, supported its opinion. The preparation of a fairness opinion is a complex process and not necessarily susceptible to partial analysis or summary description. U.S. Bancorp Piper Jaffray believes that its analyses must be considered as a whole and that selection of portions of its analyses and of the factors considered by it, without considering all of the factors and analyses, would create a misleading view of the processes underlying the opinion.

The analyses of U.S. Bancorp Piper Jaffray are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by the analyses. Analyses relating to the value of companies do not purport to be appraisals or valuations or necessarily reflect the price at which companies may actually be sold. No company or transaction used in any analysis for purposes of comparison is identical to Sound Advice, Tweeter or the merger. Accordingly, an analysis of the results of the comparisons is not mathematical; rather, it involves complex considerations and judgments about differences in the companies to which Sound Advice and Tweeter were compared and other factors that could affect the public trading value of the companies.

For purposes of its opinion, U.S. Bancorp Piper Jaffray relied upon and assumed the accuracy and completeness of the financial statements and other information provided to it by Sound Advice and Tweeter, or otherwise made available to it, and did not assume responsibility for the independent verification of that information. U.S. Bancorp Piper Jaffray was authorized to contact and did contact two potential parties to a business combination with Sound Advice, but U.S. Bancorp Piper Jaffray was not authorized to solicit and did not solicit other potential parties with respect to a business combination with Sound Advice. U.S. Bancorp Piper Jaffray relied upon the assurances of the management of Sound Advice and Tweeter that the information provided to it by Sound Advice and Tweeter was prepared on a reasonable basis, the financial planning data and other business outlook information reflects the best currently available estimates and judgment of management, and management was not aware of any information or facts that would make the information provided to U.S. Bancorp Piper Jaffray incomplete or misleading.

For purposes of its opinion, U.S. Bancorp Piper Jaffray assumed that neither Tweeter nor Sound Advice is a party to any material pending transaction, including external financing, recapitalizations, acquisitions or merger discussions, other than this transaction. U.S. Bancorp Piper Jaffray undertook no independent analysis of any owned real estate, or any pending or threatened litigation, possible unasserted claims or other contingent liabilities, to which either Sound Advice or Tweeter or their respective affiliates was a party or may be subject and U.S. Bancorp Piper Jaffray s opinion made no assumption concerning and therefore did not consider the possible assertion of claims, outcomes or damages arising out of any such matters.

In arriving at its opinion, U.S. Bancorp Piper Jaffray did not perform any appraisals or valuations of any specific assets or liabilities of Sound Advice or Tweeter and was not furnished with any such appraisals or valuations. U.S. Bancorp Piper Jaffray made no physical inspection of the properties or assets of Sound Advice or Tweeter. U.S. Bancorp Piper Jaffray analyzed Sound Advice and Tweeter as a going concern and accordingly expressed no opinion as to the liquidation value of any entity. U.S. Bancorp Piper Jaffray expressed no opinion as to the price at which shares of Sound Advice or Tweeter common stock have traded or at which the shares of Sound Advice, Tweeter or the combined company may trade at any future time. U.S. Bancorp Piper Jaffray s opinion addressed only the merger consideration to be received by stockholders of Sound Advice and no other transaction terms or arrangements. The opinion is based on information available to U.S. Bancorp Piper Jaffray and the facts and circumstances and economic, market and other conditions as they existed and were subject to evaluation on the date of the opinion. Events occurring after that date could materially affect the assumptions used in preparing the opinion. U.S. Bancorp Piper Jaffray has not undertaken to and is not obligated to affirm or revise its opinion or otherwise comment on any events occurring after the date it was given.

U.S. Bancorp Piper Jaffray, as a customary part of its investment banking business, is engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, underwritings and secondary distributions of securities, private placements and valuations for estate, corporate and other purposes. In the ordinary course of its business, U.S. Bancorp Piper Jaffray and its affiliates may actively trade securities of Sound Advice and Tweeter for their own accounts or the accounts of their customers and, accordingly, may at any time hold a long or short position in such securities.

Under the terms of the engagement letter dated January 24, 2001, Sound Advice has agreed to pay U.S. Bancorp Piper Jaffray a fee equal to 1.75% of the aggregate per share consideration up to and including $20 per share and 5.00% of any aggregate per share consideration above $20 per share, paid to Sound Advice or its stockholders in connection with a purchase or sale transaction of Sound Advice, for U.S. Bancorp Piper Jaffray s financial advisory services. Sound Advice paid U.S. Bancorp Piper Jaffray a retainer fee of $75,000 that will be credited against payment of the fee for financial advisory services. Sound Advice also agreed to pay U.S. Bancorp Piper Jaffray $250,000 for rendering its opinion, that will be credited against payment of the fee for financial advisory services. The contingent nature of the financial advisory fee may have created a potential conflict of interest in that Sound Advice would be unlikely to consummate the transaction unless it had received the opinion of U.S. Bancorp Piper Jaffray. Whether or not the transaction is consummated, Sound Advice has agreed to pay the reasonable out-of-

pocket expenses of U.S. Bancorp Piper Jaffray and to indemnify U.S. Bancorp Piper Jaffray against liabilities incurred. These liabilities include liabilities under the federal securities laws in connection with the engagement of U.S. Bancorp Piper Jaffray by the board of directors.

Interests of Sound Advice s Management and Tweeter s Management in the Merger and Potential Conflicts of Interest

Sound Advice

In considering the recommendation of the Sound Advice board, Sound Advice stockholders should be aware that some of the officers and directors of Sound Advice have interests in the merger that are different from, or in addition to, those of the Sound Advice stockholders generally. The Sound Advice board of directors has considered these interests in approving the merger agreement and the merger. Sound Advice stockholders should consider these interests carefully before voting:

Employment Agreements:

Each of Peter Beshouri and Michael Blumberg, directors and executive officers of Sound Advice, has an employment agreement with Sound Advice that provides him with a severance package equal to three times his base salary plus three times his most recent annual bonus. These severance benefits are triggered if, among other things, the officer gives Sound Advice notice that he is terminating employment upon a change of control, provided that he continues to be employed by Sound Advice until the effective date of the change of control. If Messrs. Beshouri and Blumberg were to terminate their employment in connection with the merger under these agreements, they would be entitled to severance payments of $3,000,000 and $1,575,000, respectively.

Tweeter has negotiated new employment arrangements with Messrs. Beshouri and Blumberg to induce them to remain with Sound Advice following the merger. Under these new arrangements, Messrs. Beshouri and Blumberg have agreed to relinquish the payments potentially due under their existing agreements with Sound Advice in consideration of Tweeter s making payments of $1,000,000 to Mr. Beshouri and $800,000 to Mr. Blumberg at the effective time of the merger.

The employment agreements Tweeter will enter into with Messrs. Beshouri and Blumberg are for two years and one year, respectively. The employment agreements provide that Mr. Beshouri will receive a salary of $400,000 per year and a signing bonus of $100,000, and Mr. Blumberg will receive a salary of $250,000 per year and a signing bonus of $50,000. Each of Messrs. Beshouri and Blumberg have the opportunity to participate in Tweeter s bonus and incentive plans. Messrs. Beshouri and Blumberg also are eligible to receive annual bonuses, in the sole and absolute discretion of Tweeter. In addition, Mr. Beshouri will be granted options to purchase an aggregate of 30,000 shares of Tweeter common stock, and Mr. Blumberg will be granted options to purchase an aggregate of 20,000 shares of Tweeter common stock, pursuant to Tweeter s 1998 Stock Option and Incentive Plan. If Mr. Beshouri is a director of Tweeter when he is not an employee, he will be eligible for any option grants made to Tweeter s non-employee directors.

The employment agreements provide for continued employment until termination by either party. Tweeter, however, may terminate either employment agreement with or without cause at any time. If either executive s employment is terminated by Tweeter without cause or the executive terminates his employment for good reason, Tweeter is obligated to continue to pay the respective executive an amount equal to his salary for one year or, in the case of Mr. Beshouri, his salary to the second anniversary of his employment agreement, if later.

Each of Kenneth L. Danielson and Christopher O Neil, executive officers of Sound Advice, has an employment agreement with Sound Advice providing for severance payments that are triggered upon essentially the same events, and payable in the same ratios to salary and bonus, as the existing agreements of Messrs. Beshouri and Blumberg described above. If Messrs. Danielson and O Neil were to terminate their employment in connection with the merger pursuant to these agreements, they would each be entitled

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to severance payments of $1,140,000. Messrs. Danielson and O Neil each have agreed to reduce the amounts payable to them under these agreements on account of the merger to $500,000.

Non-Competition Agreements:

Tweeter also has agreed to pay $1,900,000 to Mr. Beshouri and $725,000 to Mr. Blumberg as consideration for entering into new noncompetition agreements with Tweeter.

Tweeter also has agreed to pay $640,000 to each of Messrs. Danielson and O Neil as consideration for entering into new noncompetition agreements with Tweeter.

Tweeter has agreed that any rights to indemnification for acts or omissions occurring prior to the merger effective date existing in favor of the current or former directors or officers of Sound Advice and its subsidiaries as of the date of the merger agreement shall continue in full force and effect in accordance with their terms. Tweeter has agreed to maintain in effect Sound Advice s current director s and officer s liability insurance policy, or provide a comparable policy, for the next six years.

Tweeter has increased the size of its board to create one vacancy and has agreed to nominate Peter Beshouri, the president and chief executive officer of Sound Advice, for election to the board, effective upon the closing of the merger, with an initial term expiring at Tweeter s annual meeting of stockholders to be held in 2004.

Under a stockholder proxy, in the form attached as Appendix B hereto, some of Sound Advice s directors and executive officers, who beneficially own an aggregate of approximately 19.3% of Sound Advice s outstanding common stock (exclusive of any shares issuable upon the exercise of options), have granted Tweeter designees an irrevocable proxy to vote all of their shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction. In addition, Tweeter holds approximately 7.6% of Sound Advice s outstanding common stock, and will (as required under the merger agreement) vote all of its shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction. Furthermore, Samuel Bloomberg, the chairman of the board of Tweeter, his wife, and the Samuel Bloomberg Family Trusts collectively hold approximately 1% of Sound Advice s outstanding common stock, and they plan to vote all of their shares of Sound Advice common stock for approval of the merger agreement and the merger, and against any competing transaction

Tweeter

Samuel Bloomberg, the chairman of the board of Tweeter, and his wife Carolina currently own 10,000 shares of Sound Advice common stock, which they acquired between November 1997 and January 1998. Also, each of the Samuel Bloomberg Trust d/t/d 10/26/95 FBO Joshua Bloomberg and the Samuel Bloomberg Trust d/t/d 10/26/95 FBO Mikaela Bloomberg owns 15,000 shares of Sound Advice common stock, which was acquired in January 1998 and February 1998. Jeffrey Bloomberg (a director of Tweeter and Samuel Bloomberg s brother), Margaret Biller (Samuel Bloomberg s sister-in-law) and Carolina Bloomberg (Samuel Bloomberg s wife) are the trustees of both trusts.

As a result of Mr. Bloomberg s, his wife s and the trusts ownership of shares of Sound Advice, they will receive shares of Tweeter common stock in the merger. Tweeter stockholders should consider whether this might have influenced Mr. Bloomberg s decision to approve the merger agreement and recommend that Tweeter s stockholders approve the issuance of Tweeter common stock in the merger.

Under a stockholder agreement and proxy, a copy of which is attached as Appendix C hereto, some of Tweeter s directors and executive officers have agreed to vote all of their shares of Tweeter common stock for approval of the issuance of the Tweeter common stock in the merger and any other transactions contemplated by the merger agreement.

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The Merger; Closing; Effective Time

The merger agreement provides for the merger of TWT Acquisition Corp., a newly formed wholly owned subsidiary of Tweeter, with and into Sound Advice. The merger agreement provides that the merger will be completed within three days of the satisfaction or waiver of all of the conditions to closing. Tweeter and Sound Advice anticipate that the closing will occur promptly following the approval by the Tweeter stockholders of the issuance of shares in the merger and approval by the Sound Advice stockholders of the merger agreement and the merger. However, either Tweeter or Sound Advice may terminate the merger agreement if the closing has not occurred on or before December 31, 2001.

At the effective time of the merger, which will occur when the articles of merger are filed with the Secretary of State of Florida, TWT Acquisition Corp. and Sound Advice will merge. Sound Advice will survive the merger as a wholly owned subsidiary of Tweeter.

Merger Consideration; Exchange Ratio

At the effective time of the merger, each outstanding share of Sound Advice common stock, except for shares held by Tweeter, will be converted into shares of Tweeter common stock based on an exchange ratio. If the average daily closing price of Tweeter common stock as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is between $21 and $30 per share, then the exchange ratio will be one for one. If such average daily closing price is $30 or more per share, then the exchange ratio will equal a fraction, the numerator of which will be 30 and the denominator of which will be such average daily closing price. If such average daily closing price is below $21 per share, then the exchange ratio will equal a fraction, the numerator of which will be 21 and the denominator of which will be such average daily closing price. In the event such average daily closing price is below $18 per share, either party may terminate the merger agreement.

Fractional Shares

If the application of the exchange ratio to the number of shares of Sound Advice common stock a Sound Advice stockholder holds immediately prior to the effective time of the merger results in a number of shares of Tweeter common stock that is not a whole number, Tweeter will pay to the Sound Advice stockholder, instead of the fractional shares to which the Sound Advice stockholder would otherwise be entitled, an amount in cash equal to such fraction multiplied by the average closing price for a share of Tweeter common stock on the Nasdaq National Market for the five trading days ending two business days prior to the effective time of the merger.

Sound Advice Stock Options

Effective as of the effective time of the merger, each outstanding option to purchase shares of Sound Advice common stock under Sound Advice s Amended and Restated 1999 Stock Option Plan and Second Amended and Restated 1986 Stock Option Plan, whether or not exercisable or vested, will become fully exercisable and vested, and will be exchanged for fully exercisable and vested options to purchase that number of shares of Tweeter common stock equal to the exchange ratio times the number of shares for which such Sound Advice option is exercisable. The stock options issued by Tweeter will have an exercise price per share equal to the original exercise price per share for Sound Advice stock options for which they are exchanged divided by the exchange ratio; the aggregate exercise price for all options as a whole will remain unchanged.

Tweeter Board Representation

Tweeter has increased the size of its board to create one vacancy and has agreed to nominate Peter Beshouri, the president and chief executive officer of Sound Advice, for election to the board, effective upon the closing of the merger, with an initial term expiring at Tweeter s annual meeting of stockholders to be held in 2004.

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Accounting Treatment

Tweeter intends for the merger to be treated as a purchase for accounting and financial reporting purposes, which means that Tweeter will treat Sound Advice as a separate entity for periods prior to the closing and, thereafter, as a wholly owned subsidiary of Tweeter.

Applicable Waiting Period and Regulatory Approvals

Consummation of the merger will be subject to the termination or expiration of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

Neither Tweeter nor Sound Advice is aware of any other material governmental or regulatory approval required for completion of the merger, other than compliance with applicable corporate laws of Delaware and Florida.

Material Federal Income Tax Considerations

In the opinion of Goulston & Storrs, P.C., counsel to Tweeter, and in the opinion of Greenberg Traurig, P.A., counsel to Sound Advice, the following discussion addresses the material U.S. federal income tax consequences of the merger relevant to Sound Advice stockholders generally. These opinions assume that the merger is effected in accordance with applicable state law and that no conditions to the merger set forth in the merger agreement are waived. These opinions and the following discussion of the material U.S. federal income tax consequences of the merger are based on the Internal Revenue Code of 1986, as amended (the Code), existing and proposed Treasury regulations, and judicial and administrative determinations as in effect as of the date of this joint proxy statement/ prospectus, all of which are subject to change. Any change, which could be retroactive, could alter the tax consequences to Sound Advice or Sound Advice stockholders.

This discussion only addresses holders of Sound Advice common stock who hold their shares as capital assets. It is addressed to holders of Sound Advice common stock generally and does not address all U.S. federal income tax considerations that may be relevant to a particular Sound Advice stockholder in the light of his particular circumstances, such as a stockholder who:

is a foreign person;

is subject to the alternative minimum tax provisions of the Code;

holds his shares as qualified small business stock pursuant to Section 1202 of the Code;

is a broker or dealer in securities;

is a financial institution or insurance company;

is a tax-exempt organization;

acquired his shares as part of a hedge, straddle or other risk reduction transaction; or

acquired his shares pursuant to the exercise of options or in any other compensatory transaction.

In addition, this discussion does not address the tax consequences of the merger under state, local or foreign law, the tax consequences of any transaction effectuated prior to, concurrently with, or after the merger (whether or not the transaction is undertaken in connection with the merger), or the tax consequences to a holder of options or similar rights to acquire Sound Advice common stock. Accordingly, each Sound Advice stockholder is urged to consult his own tax adviser as to the specific tax consequences to him of the merger, including the applicable federal, state, local and foreign tax consequences.

Tweeter and Sound Advice each expects to receive from its respective counsel, Goulston & Storrs, P.C. and Greenberg Traurig, P.A., respectively, an opinion to the effect that the merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. The tax opinions will be subject to assumptions and qualifications and will be based on factual

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representations of Tweeter, Sound Advice and TWT Acquisition Corp. The tax opinions will not bind the Internal Revenue Service. The Internal Revenue Service, therefore, will not be precluded from successfully asserting a contrary opinion. Neither Tweeter nor Sound Advice intends to request a ruling from the Internal Revenue Service regarding the tax consequences of the merger.

The following U.S. federal income tax consequences will generally result to holders of Sound Advice common stock as a consequence of the treatment of the merger as a reorganization for U.S. federal income tax purposes:

a holder of Sound Advice common stock will not recognize any gain or loss upon the exchange of Sound Advice common stock solely for Tweeter common stock pursuant to the merger (except with respect to cash, if any, received in lieu of a fractional share of Tweeter common stock);

the aggregate tax basis of the Tweeter common stock received as the sole consideration for Sound Advice common stock pursuant to the merger (including any fractional shares of Tweeter common stock for which cash is received) will be the same as the aggregate tax basis of the Sound Advice common stock exchanged therefor;

the holding period for shares of Tweeter common stock received as the sole consideration for shares of Sound Advice common stock pursuant to the merger will include the holding period of the Sound Advice common stock exchanged therefor, provided the Sound Advice common stock so surrendered is held as a capital asset at the time of the merger; and

a Sound Advice stockholder who receives cash in lieu of a fractional share of Tweeter common stock generally should recognize gain or loss equal to the difference, if any, between the stockholder s tax basis in the fractional share and the amount of cash received therefor.

A successful challenge by the Internal Revenue Service to the status of the merger as a reorganization as a result of the failure to meet any of the requirements of a reorganization would result in all Sound Advice stockholders being treated as if they sold their Sound Advice shares in a fully taxable transaction. In that event, each Sound Advice stockholder would recognize gain or loss with respect to each Sound Advice share surrendered for Tweeter common stock in an amount equal to the difference between the stockholder s adjusted tax basis in that share and the fair market value, as of the effective time of the merger, of the Tweeter common stock received in exchange therefor. In that event, a Sound Advice stockholder s aggregate basis in the Tweeter common stock received would equal the fair market value of that stock as of the effective time, and the stockholder s holding period for that Tweeter common stock would begin the day after the merger.

Regardless of the merger s status as a reorganization, a Sound Advice stockholder will recognize ordinary income or gain if and to the extent any shares of Tweeter common stock received in the merger are treated as received in exchange for services or property other than solely Sound Advice common stock. Any gain realized also will be recognized to the extent a Sound Advice stockholder is treated as receiving (directly or indirectly) consideration other than Tweeter common stock in exchange for Sound Advice common stock. All or a portion of any such gain could be taxable as ordinary income.

A holder of Sound Advice shares that receives cash pursuant to the merger may become subject to the backup withholding rules. These rules require withholding at the rate of 31 percent of the cash received unless the stockholder falls within any of certain exceptions to those rules or properly provides a taxpayer identification number and otherwise complies with the applicable requirements of those rules. Any amounts paid by a Sound Advice stockholder as backup withholding are creditable against that stockholder s income tax liability, or are refundable provided the proper filings are made with the Internal Revenue Service.

Tweeter stockholders will not recognize gain or loss for U.S. federal income tax purposes as a result of the merger.

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Stockholders Dissenters Rights

Under Delaware law, Tweeter stockholders are not entitled to appraisal rights in connection with the merger.

Under Florida law, Sound Advice stockholders are not entitled to appraisal rights in connection with the merger.

Listing of Tweeter Common Stock to be Issued in the Merger

It is a condition to the completion of the merger that the shares of Tweeter common stock to be issued in the merger shall have been approved for listing on the Nasdaq National Market.

Restrictions on Sale of Shares by Affiliates of Sound Advice and Tweeter

The shares of Tweeter common stock to be issued in the merger will be registered under the Securities Act and will be freely transferable under the Securities Act, except for shares of Tweeter common stock issued to any person who is deemed to be an affiliate of Sound Advice or of Tweeter under the Securities Act. Persons who may be deemed to be affiliates include individuals or entities that control, are controlled by or are under common control of Sound Advice or Tweeter and generally would include executive officers, directors and holders of 10% or more of the outstanding common stock of Sound Advice and Tweeter. Affiliates of Sound Advice may not sell their shares of Tweeter common stock acquired in the merger except pursuant to:

- an effective registration statement under the Securities Act covering the resale of those shares;
- an exemption under paragraph (d) of Rule 145 under the Securities Act; or
- another applicable exemption under the Securities Act.

Tweeter s registration statement on Form S-4, of which this joint proxy statement/prospectus forms a part, does not cover the resale of shares of Tweeter common stock to be received by Sound Advice affiliates in the merger.

Affiliates of Tweeter may not sell their shares of Tweeter common stock (whether acquired in the merger or otherwise) except pursuant to:

- an effective registration statement under the Securities Act covering the resale of those shares;
- an exemption under Rule 144 under the Securities Act; or
- another applicable exemption under the Securities Act.

Tweeter has agreed to file a shelf registration statement pursuant to Rule 415 under the Securities Act with respect to the Tweeter shares to be issued to the Sound Advice affiliates pursuant to the merger agreement no later than the date of the filing of the definitive joint proxy statement/prospectus, and has agreed to use its best efforts to have the registration statement declared effective before the closing date of the merger. Accordingly, those affiliates will be able to sell their shares without restriction, subject to the contractual agreement of those affiliates not to sell more than 50% of the shares received by them in the merger during the ninety day period following the effective date of the merger.

Operations Following the Merger

Following the merger, Sound Advice will operate as a wholly owned subsidiary of Tweeter. Tweeter has expanded its board and has agreed to nominate Peter Beshouri, the chief executive officer and president of Sound Advice, for election to the board, effective upon the closing of the merger, with an initial term expiring at Tweeter s annual stockholders meeting to be held in 2004. The stockholders of Sound Advice will become stockholders of Tweeter, and their rights as stockholders will be governed by Tweeter s amended and restated certificate of incorporation, Tweeter s bylaws and the laws of the State of Delaware.

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THE MERGER AGREEMENT

This section describes the merger agreement. While we believe that this description covers the material terms of the merger agreement, this summary may not contain all of the information that is important to you. The merger agreement is attached to this joint proxy statement/prospectus as Appendix A, and we urge you to carefully read this document in its entirety.

The Merger

TWT Acquisition Corp., a wholly owned subsidiary of Tweeter, will merge with and into Sound Advice following:

- the approval of the merger agreement and the merger by the Sound Advice stockholders;
- the approval of the issuance of shares of Tweeter common stock in the merger by the Tweeter stockholders and amendment of its option plan; and
- the satisfaction or waiver of the other conditions to the merger described below.

Sound Advice will be the surviving corporation and will be a wholly owned subsidiary of Tweeter following the merger.

Effective Time

At the closing of the merger, the parties will cause the merger to become effective by filing articles of merger with the Secretary of State of Florida. If the merger has not been effected by December 31, 2001, either party may terminate the merger agreement.

Conversion of Sound Advice Shares in the Merger

At the effective time of the merger, each outstanding share of Sound Advice common stock, other than shares held by Tweeter, will be converted into shares of Tweeter common stock based on an exchange ratio. If the average daily closing price of Tweeter common stock as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is between $21 and $30 per share, then the exchange ratio will be one for one. If such average daily closing price is $30 or more per share, then the exchange ratio will equal a fraction, the numerator of which will be 30 and the denominator of which will be such average daily closing price. If such average daily closing price is below $21 per share, then the exchange ratio will equal a fraction, the numerator of which will be 21 and the denominator of which will be such average daily closing price. In the event such average daily closing price is below $18 per share, either party may terminate the merger agreement.

As a result of the merger, Tweeter will succeed to $21.6 million of outstanding Sound Advice debt. Under the terms of its credit facility with Fleet Bank, Tweeter will be required to pay off this debt immediately following the merger.

No Fractional Shares

No fractional shares of Tweeter common stock will be issued in the merger. Instead, Sound Advice stockholders will receive an amount of cash, in lieu of a fraction of a share of Tweeter common stock, equal to the product of such fraction multiplied by the average closing price for a share of Tweeter common stock on the Nasdaq National Market for the five trading days ending two business days prior to the effective time of the merger.

Treatment of Sound Advice Stock Options

Effective as of the effective time of the merger, each outstanding option to purchase shares of Sound Advice common stock under Sound Advice s Amended and Restated 1999 Stock Option Plan and Second Amended and Restated 1986 Stock Option Plan, whether or not exercisable or vested, will become fully

exercisable and vested, and will be exchanged for fully exercisable and vested options to purchase that number of shares of Tweeter common stock equal to the exchange ratio times the number of shares for which such Sound Advice option is exercisable. The stock options issued by Tweeter will have an exercise price per share equal to the original exercise price per share for Sound Advice stock options for which they are exchanged divided by the exchange ratio; the aggregate exercise price for all options as a whole will remain unchanged.

Sound Advice s stock option plans, and all other plans, programs or arrangements of Sound Advice providing for the issuance or grant of any other interest or payment in respect of the common stock of Sound Advice or any of its subsidiaries, will terminate as of the effective time of the merger, and no participant in any such plan will have rights thereunder after such time.

The Transfer Agent

Prior to the effective time, Tweeter will designate a bank or trust company to act as transfer agent in the merger, and, from time to time on, prior to or after the effective time, Tweeter will make available to the transfer agent sufficient shares of Tweeter common stock necessary for the transfer of the Tweeter common stock upon surrender of certificates representing shares of Sound Advice common stock.

Exchange of Sound Advice Stock Certificates for Tweeter Stock Certificates

As soon as reasonably practicable following the effective time, the transfer agent will mail to Sound Advice stockholders a letter of transmittal and instructions for surrendering Sound Advice stock certificates in exchange for Tweeter stock certificates and cash in lieu of fractional shares. **Sound Advice stockholders should not submit their stock certificates for exchange until they have received the letter of transmittal and instructions referred to above.** Prior to the exchange of your Sound Advice certificates for Tweeter certificates, your Sound Advice certificates will be evidence of your ownership of Tweeter shares following the merger.

Representations and Warranties

Tweeter and Sound Advice each made a number of representations and warranties in the merger agreement about its authority to enter into the merger agreement and to complete the other transactions contemplated by the merger agreement and about aspects of its business, financial condition, structure and other facts pertinent to the merger.

Sound Advice made representations about the following topics as they relate to Sound Advice and, with respect to some of the representations, to its subsidiaries:

its organization, qualification to do business and good standing;

its ownership interest in other entities;

its capitalization, and its obligations with respect to its capital stock;

its corporate power and authority to execute and deliver the merger agreement and to consummate the transactions contemplated by the merger agreement;

the effect of the merger agreement and the merger on obligations of Sound Advice;

consents and approvals required to be obtained by Sound Advice in connection with the merger agreement and the transactions contemplated by the merger agreement;

its filings and reports with the Securities and Exchange Commission;

its financial statements;

changes in its business since its most recent audited financial statements;

the absence of undisclosed liabilities;

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brokers and finders fees;

its employee benefit plans;

the sufficiency and accuracy of information provided by Sound Advice and to be included in this joint proxy statement/prospectus;

the vote required of the Sound Advice stockholders to approve the merger agreement and the merger;

approval of the merger agreement and the merger by the Sound Advice board of directors;

litigation involving Sound Advice;

its compliance with applicable laws and lack of defaults under its agreements and contracts;

its possession of permits required to conduct its business;

labor matters involving Sound Advice;

- intellectual property used or owned by Sound Advice;
- its taxes;
- environmental matters relating to Sound Advice;
- its insurance;
- title to all of its assets; and
- the accuracy and sufficiency of its disclosures in the merger agreement, any schedule or exhibit to be furnished to Tweeter pursuant to the merger agreement and monthly financial statements for February and March 2001.

Tweeter and TWT Acquisition Corp. made representations about the following topics. Some of the representations are also made with respect to Tweeter s subsidiaries:

- Tweeter s organization, qualification to do business and good standing;
- Tweeter s ownership interest in other entities;
- Tweeter s capitalization, and its obligations with respect to its capital stock;
- corporate power and authority to execute and deliver the merger agreement and to consummate the transactions contemplated by the merger agreement;
- the effect of the merger and merger agreement on obligations of Tweeter and TWT Acquisition Corp.;
- consents and approvals required to be obtained in connection with the merger agreement and the transactions contemplated by the merger agreement;
- Tweeter s filings and reports with the Securities and Exchange Commission;
- Tweeter s financial statements;
- changes in Tweeter s business since its most recent audited financial statements;
- the absence of undisclosed liabilities;
- brokers and finders fees;
- employee benefit plans;
- the sufficiency and accuracy of information provided by Tweeter and TWT Acquisition Corp. and to be included in this joint proxy statement/prospectus;

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- the interim operations and purpose of TWT Acquisition Corp.;

- the vote required of the Tweeter stockholders to issue Tweeter common stock in the merger;
- approval of the merger agreement and the merger by the Tweeter board of directors;
- litigation involving Tweeter;
- Tweeter s compliance with applicable laws and lack of defaults under its agreements and contracts;
- Tweeter s possession of permits required to conduct its business;
- labor matters involving Tweeter;
- intellectual property used or owned by Tweeter;
- Tweeter s taxes;
- environmental matters related to Tweeter;
- Tweeter s insurance;
- Tweeter s title to its assets; and
- the accuracy and sufficiency of Tweeter s disclosures in the merger agreement and any schedule or exhibit to be furnished to Tweeter pursuant to the merger agreement.

The representations and warranties in the merger agreement are lengthy and detailed and not easily summarized. We urge you to read carefully the articles entitled Representations and Warranties of the Company and Representations and Warranties of Buyer and Acquisition Sub on pages A-5 to A-18 of the merger agreement included as Appendix A to this joint proxy statement/prospectus.

Certain representations are qualified to the extent that the representation only covers items which would have a material adverse effect or material adverse change on Sound Advice s or Tweeter s business. As it is used in the merger agreement, material adverse effect or material adverse change means any change or effect (or any development that, insofar as can reasonably be foreseen, is likely to result in any change or effect) that, individually or in the aggregate with any such other changes or effects, is materially adverse to the business, prospects, assets (including intangible assets), financial condition or results of operations of the applicable company and its subsidiaries taken as a whole. Notwithstanding the foregoing, a material adverse change or material adverse effect:

- will not include (i) any material adverse change or material adverse effect caused by any change resulting from the announcement of the merger, (ii) changes in general economic conditions or changes affecting generally the industries in which the company operates, (iii) changes in trading prices for such party s capital stock, (iv) stockholder litigation arising from allegations of a breach of fiduciary duty relating to the merger agreement, or (v) the impact of changes in generally accepted accounting principles; but
- will in any case include, with respect to Sound Advice, any change, effect, condition, circumstance or fact as to which a representation, warranty or closing condition applies (without regard to exceptions for a material adverse effect) which would singly or in conjunction with any other change, effect, condition, circumstance or fact as to which a representation, warranty or closing condition applies (without regard to exceptions for a material adverse effect) either (i) prohibit or prevent, or be reasonably expected to prohibit or prevent, the continued operation in a manner consistent with Sound Advice s past practices of any Sound Advice store or stores by Tweeter following the effective time of the merger, which store or stores had aggregate sales revenues during Sound Advice s fiscal year ended January 31, 2001 of more than $4,000,000; or (ii) result, or be reasonably expected to result (not

including any resulting from changes in accounting methods that are not deviations from generally accepted accounting principles), in a liability or obligation of more than $4,000,000.

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Sound Advice s Conduct of Business Before Completion of the Merger

Sound Advice has agreed that Sound Advice and its subsidiaries will carry on their businesses in the usual, regular and ordinary course and will use reasonable efforts to preserve their present business organizations, keep available the services of their present officers and employees and preserve certain other relationships.

Sound Advice also agreed that Sound Advice and its subsidiaries will conduct their businesses in compliance with specific restrictions relating to the following:

- dividends and changes in capital stock;
- the issuance of securities;
- the amendment of organizational documents;
- acquisitions of any entity or business;
- dispositions of any assets other than in the ordinary course of business consistent with past practice;
- the incurrence of indebtedness or the making of any loans to or investments in any other entity;
- any change or event having, or which is likely to have, a material adverse effect on Sound Advice;
- changes in accounting methods;
- the discharge of liabilities other than certain liabilities arising in the ordinary course of business consistent with past practice;
- employees, employee benefits and pay increases;
- modification or termination of any lease of real estate, or waiver, release or assignment of any material rights or claims thereunder;
- modification or termination of any other material contract, or waiver, release or assignment of any material rights or claims thereunder, other than in the ordinary course of business consistent with past practice and except as necessary to implement the terms of the merger agreement and the related agreements;
- liquidation of Sound Advice or its subsidiaries;
- tax elections and settlement of tax claims; and
- its financial statements and employee benefit plans.

This is only a summary. You are urged to carefully read the article entitled Covenants of the Company in the merger agreement attached hereto as Appendix A to this joint proxy statement/prospectus.

Tweeter s Conduct of Business Before Completion of the Merger

Tweeter has agreed that Tweeter and its subsidiaries will use reasonable efforts to preserve their present business organizations, keep available the services of their present officers and employees and preserve certain other relationships.

Tweeter also agreed that Tweeter and its subsidiaries will conduct their businesses in compliance with specific restrictions relating to the following:

dividends and changes in capital stock;

the issuance of securities;

the amendment of organizational documents;

acquisitions of any entity or business;

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the incurrence of indebtedness;

any change or event having, or which is likely to have, a material adverse effect on Tweeter;

changes in accounting methods;

liquidation of Tweeter or its subsidiaries;

tax elections and settlement of tax claims; and

its financial statements.

This is only a summary. You are urged to carefully read the article entitled Covenants of Buyer and Acquisition Sub in the merger agreement attached hereto as Appendix A to this joint proxy statement/ prospectus.

Additional Agreements

Registration Statement/ Proxy Statement; Quotation on Nasdaq National Market

Sound Advice and Tweeter have agreed to file this joint proxy statement/ prospectus, to mail the final joint proxy statement/ prospectus to their respective stockholders, and to inform the other party of any comments to or questions concerning the joint proxy statement/ prospectus raised by the Securities and Exchange Commission.

Each of Sound Advice, Tweeter and TWT Acquisition Corp. has also warranted the sufficiency and accuracy of information provided by such party and included in this joint proxy statement/ prospectus. Tweeter and TWT Acquisition Corp. have agreed to inform Sound Advice of any events which occur prior to Sound Advice s stockholders meeting, and which relate to Tweeter or TWT Acquisition Corp., which should be included in this joint proxy statement/ prospectus. Sound Advice has agreed to inform Tweeter and TWT Acquisition Corp. of any events which occur prior to Tweeter s stockholders meeting, and which relate to Sound Advice, which should be included in this joint proxy statement/ prospectus.

Tweeter has also agreed to use its best efforts to obtain approval for quotation on the Nasdaq National Market of the Tweeter common stock to be issued pursuant to the merger.

Stockholders Meetings

Each of Sound Advice and Tweeter has agreed to call a meeting of its stockholders to approve items relating to the merger.

Registration Statements

Tweeter has agreed to file a registration statement on Form S-4, of which this joint proxy statement/ prospectus is a part, to register the issuance of the Tweeter common stock being issued in connection with the merger. Tweeter has also agreed to file a registration statement on Form S-3 to register for resale the shares of Tweeter common stock issued in the merger to Sound Advice affiliates.

Access to Information

Each of Tweeter and Sound Advice has agreed to afford the other party access to its books and records.

Reasonable Efforts

Each of Sound Advice, TWT Acquisition Corp. and Tweeter has agreed to use reasonable efforts to obtain all consents and approvals required in connection with the merger and to take all actions necessary to comply promptly with all legal requirements which may be imposed on itself with respect to the merger.

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Company Stock Options; Plans

Tweeter has agreed to register, by the closing, on a registration statement on Form S-8 the shares of common stock issuable under all options issued to Sound Advice optionholders under the terms of the merger agreement.

Confidentiality

Tweeter and TWT Acquisition Corp. have agreed to keep non-public information concerning Sound Advice and its business confidential prior to the closing of the merger, except as required by law. Sound Advice has agreed to keep non-public information concerning Tweeter and its business confidential prior to the closing of the merger, except as required by law.

Director And Officer Indemnification And Insurance

The merger agreement provides that all rights to indemnification for acts or omissions occurring prior to the effective time existing as of the date of the merger agreement in favor of the current or former directors or officers of Sound Advice and its subsidiaries as provided in their respective articles/ certificates of incorporation or bylaws (or similar organizational documents) or existing indemnification contracts will survive the merger and will continue in full force and effect in accordance with their terms.

The merger agreement also provides that, for a period of six years after the effective time of the merger, Tweeter will maintain Sound Advice s current director s and officers liability insurance covering those persons who are covered by the policy as of the date of the merger agreement, subject to certain limitations.

Employment and Benefit Arrangements

Tweeter has agreed to honor all employment, severance, termination and retirements agreements to which Sound Advice is a party on the date of the merger agreement (provided that, in the case of Messrs. Beshouri, Blumberg, Danielson and O Neil, the employees have agreed to modifications of their employment agreements as described elsewhere in this joint proxy statement/ prospectus), and to provide benefits to certain employees of Sound Advice. Tweeter and Sound Advice have also agreed to the transfer of the account balances from Sound Advice s 401(k) plan to Tweeter s 401(k) plan.

Rights Agreement Amendment

Sound Advice has agreed to (i) amend its 1997 Common Stock Purchase Rights Agreement dated as of May 5, 1997 between it and American Stock Transfer and Trust Company, pursuant to which such agreement and the rights thereunder will not be applicable to the merger or (ii) terminate such agreement.

Takeover Statutes

Sound Advice has agreed, to the maximum extent permitted by law, to waive any Florida takeover statute which may be applicable to the merger, Tweeter, any Sound Advice common stock as to which Tweeter has the right to vote or direct voting, or Tweeter s ability to directly or indirectly acquire Sound Advice common stock. Sound Advice has also agreed to take all other actions necessary to eliminate or minimize the effects of any Florida takeover statute on Tweeter.

Notice of Events

Each of Sound Advice and Tweeter has agreed to notify the other promptly of (i) any communications received by it alleging a consent is required in connection with the merger; (ii) any communications received from a governmental agency by it in connection with the merger; and (iii) any litigation arising which would have had to be disclosed pursuant to the merger agreement or would relate to the merger.

No Solicitation of Transactions and Other Restrictions

Except as described below, until the merger is completed or the merger agreement is terminated, Sound Advice has agreed not to take any of the following actions:

solicit, initiate, encourage or facilitate the making of any acquisition proposal, or inquiry with respect thereto, regarding Sound Advice;

engage in discussions or negotiations with any person regarding an acquisition proposal; or

disclose any non-public information relating to Sound Advice or afford access to the properties, books or records of Sound Advice to any person that has made an acquisition proposal;

Sound Advice may, after providing prior notice to Tweeter that it is taking such action, furnish non-public information to, or enter into discussions or negotiations with, any person in connection with an unsolicited bona fide acquisition proposal received from such person that the Sound Advice board determines in good faith is reasonably likely to lead to a superior proposal, so long as:

1. Sound Advice has received prior to the date of the merger agreement an executed confidentiality agreement or prior to furnishing non-public information to, or entering into discussions or negotiations with, such person, Sound Advice receives from such person an executed confidentiality agreement containing standard terms and conditions; and

2. Sound Advice s board determines in good faith, based on such matters that it deems relevant, but in any event upon the advice of independent legal counsel, that such action is necessary for the Sound Advice board to comply with its fiduciary duties to Sound Advice s stockholders under applicable law.

Also, Sound Advice is not prevented from complying with Rule 14e-2 or 14d-9 under the Securities Exchange of 1934 Act with regard to an acquisition proposal.

In addition, except as described below, Sound Advice s board may not:

1. withdraw or modify, or propose publicly to withdraw or modify, in a manner adverse to Tweeter, its approval or recommendation of the merger agreement, or any of the transactions contemplated by it, including the merger;

2. approve or recommend, or propose publicly to approve or recommend, any acquisition proposal; or

3. cause Sound Advice to enter into any agreement (excluding any confidentiality agreement) with respect to any acquisition proposal.

If the Sound Advice board, after consultation with and based upon the advice of independent legal counsel, determines in good faith that it is necessary to do so in order to comply with its fiduciary duties under applicable law, it may:

1. withdraw or modify, or propose publicly to withdraw or modify, its approval and recommendation of the merger agreement, or any of the transactions contemplated by it, including the merger;

2. approve or recommend, or propose publicly to approve or recommend, a superior proposal; or

3. after the expiration of three business days after the date on which Sound Advice provides written notice to Tweeter advising that the Sound Advice board has received a superior proposal (during which period the Sound Advice Board must consider any revised offer submitted by Tweeter in its discretion), cause Sound Advice to enter into an agreement with respect to a superior proposal.

Acquisition proposal means any offer or proposal for, or any indication of interest in, a merger or other business combination involving Sound Advice or any of its subsidiaries, or the acquisition of any equity interest in, or a substantial portion of the assets of, or any tender offer or exchange offer that, if consummated, would result in any person beneficially owning 20% or more of any class of equity securities of Sound Advice or any of its subsidiaries, other than for an amount of assets not material to Sound Advice and its subsidiaries taken as a whole and that Sound Advice has no reason to believe would lead to

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a change of control of Sound Advice (or to the acquisition of a substantial portion of the assets of Sound Advice and its subsidiaries).

Superior proposal means any bona fide acquisition proposal (i) on terms that the Sound Advice board determines in its good faith judgment (based on the advice of a financial advisor of nationally recognized reputation, taking into account all the terms and conditions of the acquisition proposal, including any break-up fees included in the acquisition proposal, expense reimbursement provisions and conditions to consummation and after payment of the termination fee provided in the merger agreement) are more favorable to Sound Advice s stockholders than the terms and conditions of the merger agreement and the merger and any revised offer submitted by Tweeter, taken as a whole, (ii) for which financing, to the extent required, is then fully committed or reasonably determined to be available by the Sound Advice board, and (iii) pursuant to which no less than 100% of Sound Advice s common stock (or a corresponding amount of the assets of the Company and its subsidiaries) is proposed to be acquired.

Sound Advice has also agreed to notify Tweeter immediately if Sound Advice receives any inquiries, proposals or offers relating to an acquisition proposal.

Conditions to Closing the Merger

Tweeter s and Sound Advice s respective obligations to effect the merger are subject to the satisfaction of each of the following conditions before the closing of the merger:

the merger agreement and the merger must have been approved and adopted by the affirmative vote of the holders of at least a majority of the shares of Sound Advice common stock outstanding and entitled to vote at Sound Advice s special meeting of stockholders, and the issuance of Tweeter common stock and amendment of its option plan must have been approved by a majority of the Tweeter shares present or represented by proxy at Tweeter s special meeting of stockholders;

the registration statements relating to the issuance of shares of Tweeter common stock as contemplated by the merger agreement and the resale of the shares issued to affiliates must have been declared effective by the Securities and Exchange Commission, and no stop order suspending the effectiveness of the registration statement shall be in effect or threatened;

the Tweeter common stock to be issued in the merger must have been approved for listing on Nasdaq;

all authorizations, consents, orders and approvals from all governmental entities required in connection with the execution, delivery and performance of the merger agreement, other than those which would not prevent consummation of the merger or have a material adverse effect on Sound Advice, must have been obtained without the imposition of any condition having a material adverse effect on Sound Advice;

early termination must have been granted or applicable waiting periods must have expired under the Hart-Scott-Rodino Antitrust Improvements Act of 1976; and

no temporary restraining order, preliminary or permanent injunction or other order preventing the consummation of the merger shall be in effect, and no statute or regulation shall have been enacted or be deemed applicable to the merger that makes the consummation of the merger illegal.

Tweeter s and TWT Acquisition Corp. s obligations to effect the merger are subject to the satisfaction or waiver of each of the following additional conditions before the effective time of the merger:

There must not have occurred any change, condition, event or development that has resulted in or could reasonably result in a material adverse effect on Sound Advice;

Sound Advice s representations and warranties that are qualified by materiality must be true and correct as of the effective time of the merger, and Sound Advice s representations and warranties that are not qualified by materiality must be true and correct in all material respects as of the effective time of the merger;

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Sound Advice must have performed in all material respects all of its obligations in the merger agreement;

All authorizations, consents, waivers and approvals from all parties to agreements to which Sound Advice or its subsidiaries is a party or by which any of them are bound, which are required to be obtained in connection with the performance of the merger agreement, the failure to obtain which would prevent the consummation of the merger or have, individually or in the aggregate, a material adverse effect on Sound Advice, shall have been obtained (provided that the failure to obtain a landlord s consent which, upon the payment of a customary fee no greater than $1,000, would be reasonably expected to be obtained shall not be deemed to be material);

Tweeter must have received the opinion of Sound Advice s counsel, Greenberg Traurig, P.A., with respect to certain matters;

Litigation challenging the merger or that is reasonably likely to have a material adverse effect must not have been commenced and be pending against Sound Advice, Tweeter, TWT Acquisition Corp. or any of their affiliates, associates, officers or directors;

Sound Advice must have (i) amended its 1997 Common Stock Purchase Rights Agreement dated as of May 5, 1997 between it and American Stock Transfer and Trust Company, pursuant to which such agreement and the rights thereunder will not be applicable to the merger or (ii) terminated such agreement; and

At the mailing date of this joint proxy statement/ prospectus and the date of Tweeter s special meeting of stockholders, this joint proxy statement/ prospectus must be accurate and sufficient with respect to information supplied by Sound Advice.

Sound Advice s obligations to effect the merger are subject to the satisfaction or waiver of each of the following additional conditions before the effective time of the merger:

There must not have occurred any change, condition, event or development that has resulted in or could reasonably result in a material adverse effect on Tweeter;

Tweeter s and TWT Acquisition Corp. s representations and warranties that are qualified by materiality must be true and correct as of the effective time of the merger, and Tweeter s and TWT Acquisition Corp. s representations and warranties that are not qualified by materiality must be true and correct in all material respects as of the effective time of the merger;

Each of Tweeter and TWT Acquisition Corp. must have performed in all material respects all of its obligations in the merger agreement;

Sound Advice must have received the opinion of Tweeter s counsel, Goulston & Storrs, P.C., with respect to certain matters;

All authorizations, consents, waivers and approvals from all parties to agreements to which Tweeter or its subsidiaries is a party or by which any of them are bound, which are required to be obtained in connection with the performance of the merger agreement, must have been obtained, except for approvals the failure to obtain which would not prevent the consummation of the merger or have a material adverse effect on Tweeter;

Litigation concerning the merger must not have been commenced and be pending against Sound Advice s officers and directors or against Sound Advice challenging the merger which is reasonably likely to have a material adverse effect on Tweeter; and

At the mailing date of this joint proxy statement/ prospectus and the date of Sound Advice s special meeting of stockholders, the joint proxy statement/ prospectus must be accurate and sufficient with respect to information supplied by Tweeter and TWT Acquisition Corp.

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Termination of the Merger Agreement

At any time before the effective time of the merger, the merger agreement may be terminated as follows:

by mutual written consent of Tweeter and Sound Advice;

by Tweeter or Sound Advice, if:

the effective time of the merger shall not have occurred on or before December 31, 2001;

the average daily closing price per share of Tweeter common stock, as reported by Nasdaq for the five business days ending two days prior to the closing date, is less than $18; or

a governmental entity shall have issued an order, decree or ruling or taken any other action that has the effect of permanently restraining, enjoining or otherwise prohibiting the acceptance for payment of or for shares of Sound Advice common stock pursuant to the merger, and such order, decree, ruling or other action is final and non-appealable;

by Tweeter or TWT Acquisition Corp., if:

the capitalization representations and warranties made by Sound Advice were not true and correct in all material respects when made, or any other representation or warranty of Sound Advice was not true and correct in all material respects when made, in each case which has gone unremedied for ten business days after receiving notice of the failure to be true and correct, except where the failure to be true and correct would not, in the aggregate (i) have a material adverse effect on Sound Advice; (ii) prevent or materially delay the consummation of the merger; or (iii) result in certain closing conditions being incapable of satisfaction;

the capitalization representations and warranties made by Sound Advice (other than those made as of a specified date) have ceased at any later date to be true and correct in all material respects as if made as of such later date, or any other representation or warranty of Sound Advice (other than those made as of a specified date) has ceased at any later date to be true and correct in all material respects as if made as of such later date, in each case which has gone unremedied for ten business days after receiving notice of the failure to be true and correct, except where the failure to be true and correct would not, in the aggregate (i) have a material adverse effect on Sound Advice; (ii) prevent or materially delay the consummation of the merger; or (iii) result in certain closing conditions being incapable of satisfaction;

Sound Advice has failed to comply, after the passage of ten business days after receiving notice of the failure, with any of its obligations or covenants contained in the merger agreement except where the failure to comply would not, in the aggregate (i) have a material adverse effect on Sound Advice; (ii) prevent or materially delay the consummation of the merger; or (iii) result in certain closing conditions being incapable of satisfaction;

Sound Advice s board of directors, or any committee of the board, has (i) failed to approve and recommend or has withdrawn or modified, or publicly proposed to withdraw or modify, in a manner adverse to Tweeter or TWT Acquisition Corp. its approval or recommendation of the merger or the merger agreement or (ii) approved or recommended, or publicly proposed to approve or recommend, any acquisition proposal; or

Sound Advice s stockholder approval is not obtained by November 1, 2001.

by Sound Advice, if:

the representation or warranties of Tweeter or TWT Acquisition Corp. were not true and correct in all material respects when made, and the failure has gone unremedied for ten business days after receiving notice of the failure to be true and correct, except where the failure to be true and correct would not, in the aggregate (i) have a material adverse effect on Sound Advice; (ii) prevent or materially delay the consummation of the merger; or (iii) result in certain closing conditions being incapable of satisfaction;

the representation or warranties of Tweeter or TWT Acquisition Corp. have ceased at any later date to be true and correct in all material respects as if made as of such later date, and the failure has

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gone unremedied for ten business days after receiving notice of the failure to be true and correct, except where the failure to be true and correct would not, in the aggregate (i) have a material adverse effect; (ii) prevent or materially delay the consummation of the merger; or (iii) result in certain closing conditions being incapable of satisfaction;

Tweeter or TWT Acquisition Corp. has failed to comply, after the passage of ten business days after receiving notice of the failure, with any of its obligations or covenants contained in the merger agreement, except where the failure to comply would not, in the aggregate (i) have a material adverse effect on Sound Advice; (ii) prevent or materially delay the consummation of the merger; or (iii) result in certain closing conditions being incapable of satisfaction;

prior to Sound Advice s stockholder approval, if the Sound Advice board has received an acquisition proposal which the Sound Advice board has determined in good faith is a superior proposal and Sound Advice, promptly following termination of the merger agreement, enters into an agreement (including a letter of intent) providing for the transactions contemplated by the superior proposal after complying with the merger agreement;

Tweeter or TWT Acquisition Corp. s board of directors has failed to approve and recommend, or has withdrawn or modified in a manner adverse to Sound Advice, its approval or recommendation of the merger, the merger agreement or the issuance of the Tweeter common stock pursuant to the merger; or

Tweeter s stockholder approval is not obtained by November 1, 2001.

Payment of Fees and Expenses

Tweeter and Sound Advice will pay all of their own transaction expenses; provided that Tweeter will be responsible for all filing fees required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 in connection with the merger.

Termination Fee

Sound Advice will be required to pay Tweeter a termination fee of $4 million if:

Sound Advice terminates the merger agreement, prior to its approval by Sound Advice stockholders, because Sound Advice has received a superior proposal; or

Tweeter terminates the merger agreement because Sound Advice s board of directors, or any committee of the board, has (a) failed to approve and recommend or has withdrawn or modified, or publicly proposed to withdraw or modify, in a manner adverse to Tweeter or TWT Acquisition Corp., its approval or recommendation of the merger or the merger agreement or (b) approved or recommended, or publicly proposed to approve or recommend, any acquisition proposal.

Amendment, Extension and Waiver of the Merger Agreement

The merger agreement may be amended by the parties at any time before or after approval of the matters presented in connection with the merger by the stockholders of Tweeter or the stockholders of Sound Advice, provided that, after stockholder approval, no amendment will be effective which by law requires further approval by such stockholders (or which reduces the amount or changes the consideration to be received in the merger by such stockholders) without further approval by those stockholders.

Either Tweeter or Sound Advice may extend the other s time for the performance of any of the obligations or other acts under the merger agreement, waive any inaccuracies in the other s representations and warranties and waive compliance by the other with any of the agreements or conditions contained in the merger agreement.

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RELATED AGREEMENTS

This section describes the agreements related to the merger agreement and the merger. While we believe that this description covers the material terms of the related agreements, this summary may not contain all of the information that is important to you. The Sound Advice Stockholder Proxy is attached to this joint proxy statement/prospectus as Appendix B, the Tweeter Stockholder Agreement and Proxy is attached to this joint proxy statement/prospectus as Appendix C, and the Registration Rights Agreement is attached to this joint proxy statement/prospectus as Appendix D. We urge you to carefully read these documents in their entirety.

The Stockholder Proxy

As a condition to its entering into the merger agreement, Tweeter required each of Peter Beshouri, Michael Blumberg and Kenneth L. Danielson, who are directors and/or executive officers of Sound Advice and who beneficially own an aggregate of 785,027.1 shares of Sound Advice common stock (exclusive of any shares issuable upon the exercise of options), or approximately 19.3% of the shares of outstanding Sound Advice common stock, to deliver proxies in the form attached to this joint proxy statement/ prospectus as Appendix B. Under these proxies, each such person has agreed, that until the merger agreement is terminated or the merger is consummated, he will not:

solicit, initiate, encourage or facilitate (including by way of furnishing information) the making of any acquisition proposal; or

participate in any discussions or negotiations with any person regarding an acquisition proposal.

Messrs. Beshouri, Blumberg and Danielson have also agreed to notify Tweeter promptly if they receive any inquiries, proposals or offers relating to an acquisition proposal.

In addition, each of Messrs. Beshouri, Blumberg and Danielson has granted Tweeter designees an irrevocable proxy to vote his respective shares of Sound Advice: (i) to adopt and approve the merger agreement and approve the merger; (ii) against any action or agreement that would violate the merger agreement; and (iii) other than the merger and the other transactions contemplated by the merger agreement, against any of the following:

1. any extraordinary corporate transaction involving Sound Advice, such as a merger, consolidation or other business combination involving Sound Advice or any of its subsidiaries;

2. a sale, lease or transfer of a material amount of assets of Sound Advice or any of its subsidiaries or a reorganization, recapitalization, dissolution or liquidation of Sound Advice or any of its subsidiaries;

3. any change in the board of directors of Sound Advice;

4. any amendment of Sound Advice s articles of incorporation or by-laws; or

5. any other action which is intended, or could reasonably be expected, to impede, interfere with, delay, postpone, discourage or materially and adversely affect the contemplated benefits to Tweeter of the merger and the other transactions contemplated by the merger agreement.

Each of Messrs. Beshouri, Blumberg and Danielson has also agreed that, except in limited circumstances and until his proxy is terminated, he will not dispose of his shares of Sound Advice common stock, enter into any voting arrangement with respect to his shares of Sound Advice common stock or take any other action that would interfere with the performance of his obligations under his proxy.

Each proxy, and all rights and obligations of the parties under it, terminates upon the earliest of (i) consummation of the merger; (ii) May 31, 2002, and (iii) the date the merger agreement is terminated pursuant to certain provisions of the merger agreement.

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The Stockholder Agreement and Proxy

Pursuant to a stockholder agreement and proxy, a copy of which is attached to this joint proxy statement/prospectus as Appendix C, each of Samuel Bloomberg, Jeffrey Stone and Joseph McGuire, who are directors and/or executive officers of Tweeter and who beneficially own an aggregate of 1,384,589 shares of Tweeter common stock (exclusive of any shares issuable upon the exercise of options), or approximately 7.4% of the outstanding shares of Tweeter common stock, has agreed to vote his shares of Tweeter common stock in favor of the approval of issuance of the Tweeter common stock in the merger and any other transactions contemplated by the merger agreement, and against any competing transaction.

The stockholder agreement and proxy, and all rights and obligations of the parties under it, terminates upon the earliest of (i) consummation of the merger or (ii) the date the merger agreement is terminated.

Registration Rights Agreement

Pursuant to a registration rights agreement among Tweeter, Sound Advice and each Sound Advice affiliate (collectively, the Holders), Tweeter has supplied the Holders with the following registration rights for the shares they will receive in connection with the merger (including the shares underlying Tweeter options to be issued in the merger):

Tweeter has agreed to file a shelf registration statement pursuant to Rule 415 under the Securities Act with respect to the Tweeter shares to be issued to the Holders pursuant to the merger agreement no later than the date of the filing of the definitive joint proxy statement/prospectus, and has agreed to use its best efforts to have the registration statement declared effective before the closing date of the merger.

The Holders have the right to include their shares in any registration statement filed by Tweeter, subject to the right of the underwriter to limit the number of shares to be registered by the Holders (if the offering is underwritten) and other customary conditions and sale timing restrictions.

At any time prior to the third anniversary of the closing date of the merger, the Holders of at least 100,000 shares of Tweeter common stock may request that Tweeter register their shares under the Securities Act, subject to the right of the underwriter (if the offering is underwritten) to limit the number of shares to be registered by the Holders and other customary conditions. Tweeter is only obligated to register the shares on two occasions, Tweeter does not have to effect a registration prior to 90 days after the closing date of the merger, and Tweeter does not have to effect a second registration prior to 90 days after the effective date of the first registration statement.

Pursuant to the registration rights agreement, each Holder also agreed not to transfer or sell (other than certain permitted transfers) more than 50% of the shares of Tweeter common stock issued to the Holders in the merger (including the shares underlying stock options) prior to 90 days after the closing date of the merger.

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UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION

Tweeter will account for the merger under the purchase method of accounting and will allocate the consideration it pays in the merger to the assets it acquires and the liabilities it assumes based on their estimated fair values. The pro forma adjustments are preliminary and are based on management s estimates of the value of Sound Advice s tangible and intangible assets. In addition, Tweeter management is assessing and formulating its integration plans. The finalization of these plans could result in a material change to the estimates used in the preparation of the pro forma financial data.

The merger consideration paid by Tweeter for each share of Sound Advice includes varying amounts of Tweeter common stock based on the average closing price of Tweeter common stock for the five days ending two days before the effective date of the merger. If the average daily closing price of Tweeter common stock as reported by Nasdaq for the five business days ending two days prior to the effective date of the merger is between $21 and $30 per share, then the exchange ratio will be one. If such average daily closing price is $30 or more per share, then the exchange ratio will equal a fraction, the numerator of which will be 30 and the denominator of which will be such average daily closing price. If such average daily closing price is below $21 per share, then the exchange number will equal a fraction, the numerator of which will be 21 and the denominator of which will be such average daily closing price. Pro forma presentations were prepared using an assumed five-day average closing price of Tweeter common stock of $21 per share and $30 per share to demonstrate a range of possible results.

The actual amount of the total consideration per Sound Advice share will be determined upon completion of the merger and may differ from those presented if the assumptions outlined above do not reflect the actual facts on the closing date.

We are in the process of engaging a third party appraisal company to conduct a valuation of the fixed assets, leasehold interests and other identifiable intangibles that Tweeter expects to acquire in the merger. We anticipate this appraisal process to be complete prior to the effective date of the merger.

Based on the timing of the closing of the transaction, the finalization of the integration plans and other factors, the pro forma adjustments may differ materially from those presented in the pro forma financial information. A change in the pro forma adjustments would result in a reallocation of the purchase price affecting the value assigned to long-term assets. The income statement effect of these changes will depend on the nature and amount of the assets or liabilities adjusted.

We estimate that merger-related fees and expenses, consisting primarily of transaction costs including fees of investment bankers, attorneys, the independent appraisal company, accountants, financial printing and other related charges, will be approximately $5.1 million at $21 per share and $6.9 million at $30 per share. The impact of the fees and expenses has been reflected in the pro forma combined balance sheet and income statement as an increase in the purchase price of the transaction and is allocated to the assets acquired and liabilities assumed, based upon their estimated fair values.

The pro forma financial information does not purport to represent what the consolidated financial position or results of operations actually would have been if the merger in fact had occurred on March 31, 2001 or as of October 1, 1999 at the beginning of the period indicated or to project the consolidated financial position or results of operations as of any future date or any future period. It should be read in conjunction with the historical consolidated financial statements of Tweeter and Sound Advice, including the related notes, and other financial information included and incorporated by reference into this joint proxy statement/prospectus.

The unaudited pro forma financial information does not give effect to any cost savings and other synergies that may result from the merger other than to record salary reductions for employees terminated as a result of the merger. In addition, one time integration costs that may include severance not disclosed in the merger agreement and relocation costs have not been reflected in the pro forma financial information. Tweeter is developing its plans for integration of the business but cannot make final decisions until the merger is complete.

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The pro forma combined balance sheet assumes that the merger took place on March 31, 2001 and combines the unaudited balance sheets of Tweeter as of this date with that of Sound Advice s audited balance sheet as of January 31, 2001. The pro forma combined statement of income assumes that the merger took place on October 1, 1999 and combines Tweeter s and Sound Advice s results of operations for a twelve month and a six month period. Sound Advice prepares its financial statements on the basis of a fiscal year ending on January 31. The table below combines Tweeter s audited results of operations for the fiscal year ended September 30, 2000 with Sound Advice s unaudited results of operations for the twelve months ended October 31, 2000 and Tweeter s unaudited results of operations for the six months ended March 31, 2001 with Sound Advice s unaudited results of operations for the six months ended January 31, 2001.

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UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

UNAUDITED PRO FORMA COMBINED BALANCE SHEET

AS OF MARCH 31, 2001
Assumes a five-day average closing price of $21.00 per share of Tweeter common stock

28,377,054 $(400,000)B $ (21,648,315)C (6,328,739)D

,951,440 22,951,440

27,532,660 (300,000)A 127,232,660

05,764 3,905,764
current assets
,341 (172,916)N 3,175,425

186,115,259 (28,849,970) 157,265,289

3,868,631

(3,025,000)M 1,328,721

9,316,167 79,316,167

35 1,237,935

05,000

,976,928 1,840,423 A,M 128,086,964 75,269,108 A 300,000 A 1,138,505 A 1,562,000 P
nt
2,197,302

$325,065,943 $52,140,066 $377,206,009

s Equity

debt
5,814 $(1,569,569)C $67,245

77,304 7,777,304
credit facility
3 (18,141,443)C 6,450,082 3,905,000D,A,P 2,395,082 D 150,000 E

3,030,468 23,030,468
income taxes)
5,200,808 (473,831)M 35,999,811 (160,000)B (69,166)N (60,000)E 1,562,000 P

6,233,587

79,014

2,699,438 (12,461,927) 80,237,511

13 (1,937,303)C 3,310
es:

4,118,330

1,356,746

16,342

1,235,449

3,531,100

05,698,018 (14,399,230) 91,298,788

(39,733)A 250,606 45,427 A

159,182,485 (12,623,183)A 243,048,520 1,138,505 A
ensive income
),746)M (578,848)

1,698,393 45,076,707 (240,000)B (16,187,936)A (103,750)N (90,000)E

) (1,889,764)

219,367,925 66,539,297 285,907,222

$325,065,943 $52,140,066 $377,206,009

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UNAUDITED PRO FORMA COMBINED STATEMENTS OF INCOME

FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, 2000
Assumes a five-day average closing price of $21.00 per share of Tweeter common stock

Tweeter 9/30/00	Sound Advice 10/31/00	Combined Total	Pro Forma Adjustments
$404,729,388	$188,041,563	$592,770,951	$5,486,036 F

(120,957,938 (377,406,546) (2,535,941)G (379,942,487)

57,083,625 215,364,405 2,950,095 218,314,500
s
45,242,266 146,914,756 5,486,036 F 149,864,851 (2,535,941)G
ral and administrative expenses
3,353,718 32,695,420 (1,096,808)H 31,748,612 150,000 E
i